

Documents parts - Edw. W. Linn

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OF COUNSEL
URBAN A. LESTER

20058, CVA

May 31, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies each of the following secondary documents: Certificate of Acceptance No. Four, dated May 31, 1996, and a Bill of Sale, dated as of May 30, 1996.

The enclosed documents relate to the Master Equipment Lease Agreement duly filed with the Board under Recordation Number 20058.

The names and addresses of the parties to the enclosed documents are:

Certificate of Acceptance No. Four

Lessor: MetLife Capital Limited Partnership
10900 N.E. 4th Street
Bellevue, Washington 98009

Lessee: Dakota, Minnesota & Eastern Railroad Corporation
337 22nd Avenue South
Brookings, South Dakota 57006

Mr. Vernon A. Williams
May 31, 1996
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Bill of Sale

Seller: NorRail, Inc.
308 12th Avenue South
Buffalo, Minnesota 55313

Buyer: MetLife Capital Limited Partnership
10900 N.E. 4th Street
Bellevue, Washington 98009

A description of the railroad equipment covered by the enclosed documents is:

Fifty-seven (57) covered hopper railcars bearing DME (formerly CR) reporting marks and road numbers set forth on the schedule attached hereto.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

<u>Old Car #</u>	<u>New Car #</u>
CR 887813	DME 44003
CR 886296	DME 44010
CR 886964	DME 45010
CR 886821	DME 45011
CR 886854	DME 45012
CR 887898	DME 46013
CR 886314	DME 46015
CR 891057	DME 46033
CR 888580	DME 46056
CR 888319	DME 46057
CR 888748	DME 46062
CR 886561	DME 46069
CR 887959	DME 46093
CR 886310	DME 46094
CR 888337	DME 46096
CR 886355	DME 46115
CR 887913	DME 47015
CR 887941	DME 47029
CR 887917	DME 47030
CR 886207	DME 47032
CR 890871	DME 47055
CR 890859	DME 47056
CR 890908	DME 47059
CR 888411	DME 47063
CR 888504	DME 47067
CR 890950	DME 47071
CR 888509	DME 47104
CR 886599	DME 47108
CR 890951	DME 47118
CR 890910	DME 47121
CR 890936	DME 47129
CR 890945	DME 47139
CR 890887	DME 47141
CR 890863	DME 47148
CR 890958	DME 47154
CR 886896	DME 47160
CR 886595	DME 47161 47110
CR 889768	DME 47185
CR 889452	DME 47190
CR 889297	DME 47195
CR 889269	DME 47198
CR 889052	DME 47202
CR 887314	DME 47209
CR 887362	DME 47216
CR 887203	DME 47223
CR 887218	DME 47232
CR 887183	DME 47234
CR 887116	DME 47237
CR 887281	DME 47238
CR 887079	DME 47241
CR 887066	DME 47242
CR 887304	DME 47248
CR 887425	DME 47261
CR 887412	DME 47265
CR 887704	DME 47275
CR 887625	DME 47281
CR 887547	DME 47285

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CERTIFICATE OF ACCEPTANCE NO. FOUR
Under
Equipment Lease No. One
Incorporating
Master Equipment Lease Agreement dated May 6, 1996

MetLife Capital, Limited Partnership
C-97550
Bellevue, WA 98009

1. Acceptance

Lessee hereby accepts the items described below ("Accepted Items") on the terms and conditions of the above Equipment Lease ("Lease") and Master Equipment Lease Agreement ("Agreement") between Lessor and Lessee, and approves payment of all related invoices.

2. Acceptance Date of Accepted Items

5-31-96

3. Description of Accepted Items

Vendor:	<u>NorRail, Inc.</u>		
Invoice #:	<u>1460</u>	Amount:	<u>\$1,695,750.00</u>

Equipment Description:

Fifty (57) covered hoppers

The equipment is further described on the attached Exhibit "A" herein incorporated by this reference..

4. Location of Accepted Items (include county):

St. Louis

Items are rolling stock or mobile goods. When not in transit, to be parked at: 56 Dakota South, Huron, South Dakota 57350 or 880 5th Avenue S.W., Waseca, MN 56093

5. Lessee's Assurances

Lessee represents, warrants and agrees as follows:

(a) The representations and warranties of Lessee in Section 3 of the Agreement are true and correct, on and as of the above Acceptance Date as though made as of that date, and the representations and warranties of any guarantor of Lessee's obligations under the Lease contained in the related guarantee are true and correct on and as of the above Acceptance Date.

(b) Lessee has received, inspected and approved the Accepted Items. They are in good working order and conform to the Lease and all applicable specifications. Lessee will not terminate, repudiate, or modify the Lease as to the Accepted Items or reject or revoke its acceptance of the Accepted Items for any reason whatsoever. The above information concerning the Accepted Items is true, correct and complete. Accepted Items are being placed in service on the Acceptance Date, which, unless Lessor has consented otherwise in writing, is the date set forth above.

(c) No Event of Default under the Agreement or Lease has occurred and is continuing. There has been no adverse change in the business or financial condition of Lessee or any such guarantor since the date of the most recent financial statement submitted to Lessor.



6. Warranty and Related Matters

LESSEE ACKNOWLEDGES AND AGREES THAT LESSOR HAS NOT SELECTED, MANUFACTURED OR SUPPLIED THE ACCEPTED ITEMS. LESSOR IS ACQUIRING THE ACCEPTED ITEMS IN CONNECTION WITH THE LEASE. LESSEE HAS RECEIVED A COPY OF AND HAS APPROVED THE PURCHASE ORDERS, INVOICES, OR CONTRACTS FOR THE ACCEPTED ITEMS. LESSEE ACKNOWLEDGES THAT IT HAS SELECTED THE SUPPLIERS OF THE ACCEPTED ITEMS.

LESSEE:

**DAKOTA, MINNESOTA & EASTERN
RAILROAD CORPORATION**

By Kurt V. Feaster
Title Chief Financial Officer
By Treasurer & Ass't Secretary
Title _____

ACKNOWLEDGMENT

STATE OF South Dakota
COUNTY OF Brookings

On this 31st day of May, 1996, before me, a Notary Public, personally appeared Kurt V. Feaster and _____, to me known to be the C.F.O. and _____, respectively, of DM&E Railroad, who executed the foregoing instrument and acknowledged the said instrument was the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned.

Lisa J. Rasmussen
NOTARY PUBLIC in and for the State of South Dakota
residing at Brookings
My commission expires: Oct. 16, 2002

[NOTARIAL SEAL]

EXHIBIT "A"

This Exhibit "A" is attached to and made part of that certain Certificate of Acceptance No. Four

by and between MetLife Capital, Limited Partnership, Lessor, and Dakota, Minnesota and Eastern Railroad Corporation, Lessee

<u>Old Car #</u>	<u>New Car #</u>
CR 887813	DME 44003
CR 886296	DME 44010
CR 886964	DME 45010
CR 886821	DME 45011
CR 886854	DME 45012
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CR 887425	DME 47261
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CR 887704	DME 47275
CR 887625	DME 47281
CR 887547	DME 47285

47110 *Quartz*