



RECORDATION NO. 31996 FILED

NOV 04 2015 -4:10 PM

SURFACE TRANSPORTATION BOARD

November 2, 2015

Ms. Cynthia T. Brown  
Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E St. S.W.  
Washington, DC 20423

Dear Ms Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two original and one certified copy of the document described below.

This document is a Memorandum of Commercial Security Agreement, a primary document, dated November 2, 2015. Please record this document under the next available recordation number.

The names and addresses of the parties to the documents are as follows:

Secured Party: First Dakota National Bank  
PO Box 156  
Yankton, SD 57078

Debtor: SDR Holding Company dba Dakota Southern Railway  
PO Box 612  
Richmond, MO 64085-0612

A description of the collateral covered by the Memorandum of Commercial Security Agreement is identified on the Schedule attached thereto, and includes all collateral now owned and hereafter acquired.

Enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return the file stamped recorded original via the enclosed pre-addressed UPS envelope to:

First Dakota National Bank  
225 Cedar St  
Yankton, SD 57078  
Attn: Chrissie Wieseler

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

ALL ROLLING STOCK, all whether now existing or hereafter arising, whether now owned or hereafter acquired or whether now or hereafter subject to any rights in the foregoing property; and all products and proceeds (including but not limited to all insurance payments) of or relating to the foregoing property.

A short summary of the document to appear in the index is:

Memorandum of Commercial Security Agreement

Very truly yours,

A handwritten signature in cursive script that reads "Robert S. Stephenson".

Robert S. Stephenson  
President & CEO, First Dakota National Bank  
(605)665-7432

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**MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

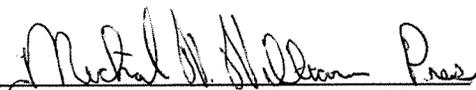
This Memorandum of Commercial Security Agreement, dated as of November 2, 2015, is by SDR Holding Company dba Dakota Southern Railway ("Debtor") and First Dakota National Bank ("Lender"), pursuant to the Promissory Note ("Note"), dated as of November 2, 2015, among SDR Holding Company dba Dakota Southern Railway ("Borrower") and Lender.

1. Lender has made a loan to Borrower pursuant to the terms of the Note for the purpose of financing the operating needs of Borrower and its affiliates. Such loan is secured by Debtor's assets pursuant to the Commercial Security Agreement, dated as of November 2, 2015 ("Commercial Security Agreement").
2. Pursuant to the Commercial Security Agreement, Debtor grants to Lender a lien on and security interest in all of Debtor's right, title and interest in and to the Rolling Stock (as defined in the Commercial Security Agreement) identified on the Schedule attached hereto, whether now owned or hereafter acquired, pursuant to the Collateral Description Section of the Commercial Security Agreement.

In witness whereof, each of the parties hereto have caused this Memorandum of Commercial Security Agreement to be executed by it's duly authorized officer as of the date first written above.

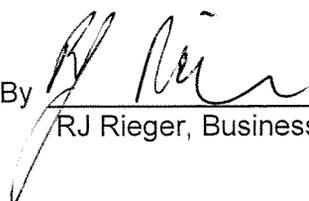
"Debtor"

**SDR Holding Company dba Dakota  
Southern Railway**

By   
Michael W. Williams, President

"Lender"

**First Dakota National Bank**

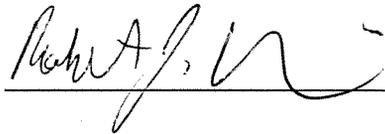
By   
RJ Rieger, Business Banking Officer

STATE OF SOUTH DAKOTA        )  
  ) ss.  
County of Yankton                )

On this 2 day of November, before me personally appeared Michael W. Williams, to me personally known, who being by me duly sworn, says that he is the President of SDR Holding Company dba Dakota Southern Railway, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires: 9-10-20



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Notary Public, State of South Dakota

STATE OF SOUTH DAKOTA        )  
  ) ss.  
County of Yankton                )

On this 2<sup>nd</sup> day of November 2015, before me personally appeared RJ Rieger, to me personally known, who being by me duly sworn, says that he is the Business Banking Officer of First Dakota National Bank, that said instrument was signed on behalf of First Dakota National Bank, and he acknowledged that the execution of the foregoing instrument was the free act and deed of First Dakota National Bank.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires: 7-7-20



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Notary Public, State of South Dakota

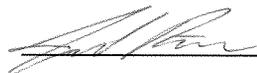
## **Schedule "A"**

All inventory, equipment, accounts (including but not limited to all health-care-insurance receivables), chattel paper, instruments (including but not limited to all promissory notes), letter-of-credit rights, letters of credit, documents, deposit accounts, investment property, money, other rights to payment and performance, and general intangibles (including but not limited to all software and all payment intangibles); all oil, gas and other minerals before extraction; all oil, gas, other minerals and accounts constituting as-extracted collateral; all fixtures; all timber to be cut; all attachments, accessions, accessories, fittings, increases, tools, parts, repairs, supplies, and commingled goods relating to the foregoing property, and all additions, replacements of and substitutions for all or any part of the foregoing property; all insurance refunds relating to the foregoing property; all good will relating to the foregoing property; all records and data and embedded software relating to the foregoing property, and all equipment, inventory and software to utilize, create, maintain and process any such records and data on electronic media; and all supporting obligations relating to the foregoing property; INCLUDING BUT NOT LIMITED TO ALL ROLLING STOCK, ALL RAILROAD TRACK, TIES, AND OTHER TRACK MATERIALS NOW OWNED OR HEREAFTER AFFIXED, INSTALLED OR OTHERWISE FOUND WITHIN THE RIGHT OF WAY; all whether now existing or hereafter arising, whether now owned or hereafter acquired or whether now or hereafter subject to any rights in the foregoing property; and all products and proceeds (including but not limited to all insurance payments) of or relating to the foregoing property.

CERTIFICATION

I, Jennifer Petersen, a Notary Public in the State of South Dakota, County of Yankton, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11-3-15



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Notary Public, State of South Dakota

My commission expires: 7-7-20