

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

RECORDATION NO. 20990 FILED

NOV 13 '97

10-11AM

November 12, 1997

**FIRST  
UNION®**

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W.  
Room 704  
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, April 11, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Northern Plains Railroad  
P.O. Box 745  
Devils Lake, ND 58301

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,



Kathy Dombrowski  
Manager-Documentation

Enclosures  
(NPRR001)

ASSIGN: NPRR001

NOV 13 '97

10-11AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of April, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Northern Plains Railroad ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of April 11, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached, hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: *John J. Thomas*  
Name: JOHN J. THOMAS  
Title: PRESIDENT

ATTEST:  
By: *Robert C. Hamilton*  
Name: ROBERT C. HAMILTON  
Title: DIRECTOR-DOCUMENTATION

Executed on this 3rd day of Nov., 1997.

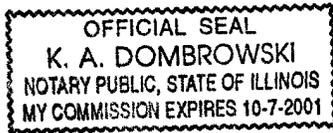
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. Dombrowski, a Notary Public in and for said state and county, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of November, 1997.



K. A. Dombrowski  
Notary Public

My Commission Expires:

10-7-2001  
(Notary Public)

LESSEE:

NORTHERN PLAINS RAILROAD

By: Gregg Haug

Name: Gregg Haug

Title: Pres

ATTEST:

By: Elaine D Hallen

Name: ELAINE D HALLEN

Title: Dir. Administration

[CORPORATE SEAL]

STATE OF North Dakota

COUNTY OF Ramsey

I, Cheryl Rand, a Notary Public in and for said state and county, certify that Gregg Haug personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29 day of October, 1997.

Cheryl Rand  
Notary Public

My Commission Expires:

March 27, 2003  
(Notary Public)

**EXHIBIT A**  
to  
**Memorandum of Lease**

**Seventy-Five (75) Covered Hopper Railcars**

**Car Numbers**

NOKL	829100	NOKL	829138
NOKL	829101	NOKL	829139
NOKL	829102	NOKL	829140
NOKL	829103	NOKL	829141
NOKL	829104	NOKL	829142
NOKL	829105	NOKL	829143
NOKL	829106	NOKL	829144
NOKL	829107	NOKL	829145
NOKL	829108	NOKL	829146
NOKL	829109	NOKL	829147
NOKL	829110	NOKL	829148
NOKL	829111	NOKL	829149
NOKL	829112	NOKL	829150
NOKL	829113	NOKL	829151
NOKL	829114	NOKL	829152
NOKL	829115	NOKL	829153
NOKL	829116	NOKL	829154
NOKL	829117	NOKL	829155
NOKL	829118	NOKL	829156
NOKL	829119	NOKL	829157
NOKL	829120	NOKL	829158
NOKL	829121	NOKL	829159
NOKL	829122	NOKL	829160
NOKL	829123	NOKL	829161
NOKL	829124	NOKL	829162
NOKL	829125	NOKL	829163
NOKL	829126	NOKL	829164
NOKL	829127	NOKL	829165
NOKL	829128	NOKL	829166
NOKL	829129	NOKL	829167
NOKL	829130	NOKL	50
NOKL	829131	NOKL	51
NOKL	829132	NOKL	55
NOKL	829133	NOKL	56
NOKL	829134	NOKL	57
NOKL	829135	NOKL	58
NOKL	829136	NOKL	60
NOKL	829137		