



First Union Rail Corporation  
 One O'Hare Centre  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018  
 Tel 847 318-7575  
 Fax 847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

March 17, 2003

REF ID: A111111  
 22538-E FILED!

MAR 2 11 11 AM '03 1-33 PM  
 SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
 Surface Transportation Board  
 1925 K Street, N.W., Room 704  
 Washington, DC 20423-0001  
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed on this date with the Commission under Recordation Number 22538.

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: Dakota, Missouri Valley and Western Railroad, Inc. 1131 South 22 <sup>nd</sup> Street Bismarck, ND 58504
--	--

A description of the railroad equipment covered by the enclosed document is two (2) EMD/Boise GP40M-3R Locomotives, with car numbers FURX 1173 and FURX 1176.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 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 along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
 Manager of Documentation

Enclosures

(DMVW029)

ASSGN. NO.: DMVW029

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of February, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dakota, Missouri Valley & Western Railroad, Inc. ("Lessee").

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 13, 2003, whereby Lessor has agreed to lease to Lessee certain locomotive units pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 11, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K. A. Dombrowski

Title: \_\_\_\_\_

Title: DIRECTOR OF DOCUMENTATION Executed on this 13<sup>th</sup> day of February, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR 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 13<sup>th</sup> day of February, 2003.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2003  
(Notary Public)

RECORDATION NO. 22538-E FILED

MAR 2 0 2003 1:33 PM

SURFACE TRANSPORTATION BOARD

**LESSEE:**

DAKOTA, MISSOURI VALLEY & WESTERN RAILROAD, INC.

By: [Signature]  
Name: Dennis Ming  
Title: VP

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ 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 \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF LOCOMOTIVES: Two (2)

DESCRIPTION OF LOCOMOTIVES: 1966-1971 built, 1998 rebuilt, EMD/Boise  
GP40M-3R Locomotives, 3000 horsepower.

LOCOMOTIVE NUMBERS: FURX 1173, FURX 1176