



First Union Rail Corporation  
 NC5811  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

RECORDATION NO. 22540-A FILED

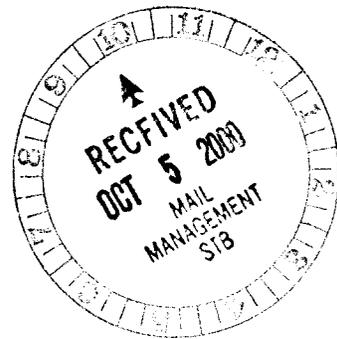
VIA UPS NEXT DAY AIR

October 4, 2000

OCT 06 '00 19-49 AM

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

**SURFACE TRANSPORTATION BOARD**



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

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, dated March 23, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement that was duly filed with the Commission under Recordation number 22540 on November 22, 1999.

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

<p>Lessor: First Union Rail Corporation          One O'Hare Center          6250 River Road, Suite 5000          Rosemont, IL 60018</p>	<p>Lessee: Dakota, Missouri Valley &amp; Western          Railroad, Inc.          1131 S. 22<sup>nd</sup> Street          Bismarck, ND 58504</p>
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A description of the railroad equipment covered by the enclosed document is four (4) air operated, 100 ton, side dump, maintenance of way cars, with car number NOKL 99902, 99904, 99905, and 99907.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Dakota, Missouri Valley & Western Railroad, Inc., Lessee, covering 4 air operated, 100 ton, side dump, maintenance of way cars with car numbers NOKL 99902, 99904, 99905 and 99907.

Also enclosed is a check in the amount of \$26.00 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.

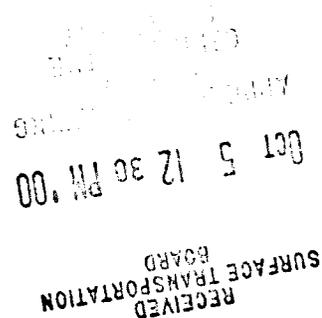
If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison  
 Manager of Documentation

Enclosures

(DMVW012)



MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of March, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dakota, Missouri Valley & Western Railroad, Inc. ("Lessee"), a \_\_\_\_\_ corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 24, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Oct 27, 1999 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

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

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 23rd day of March, 2000.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, 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 28 day of March, 2000.

Michelle Berg  
Notary Public

My Commission Expires:



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OCT 06 '00 19:49 AM

SURFACE TRANSPORTATION BOARD

**LESSEE:**

DAKOTA, MISSOURI VALLEY &  
WESTERN RAILROAD, INC.

By: Dennis Ming  
Name: Dennis Ming  
Title: VP

ATTEST:

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

Executed on this 24<sup>th</sup> day of Feb., 2000.

[CORPORATE SEAL]

STATE OF ND  
COUNTY OF SURLEIGH

I, J. P. ANKENBAUER, a Notary Public of the County and State aforesaid, certify that DENNIS MING 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 24 day of FEB, 2000.

J. P. Ankenbauer  
Notary Public

Commission Expires:

11/27/2002  
(Notary Public)

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

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: Air operated, 100-ton, side dump, Maintenance of Way  
Cars

CAR NUMBERS: NOKL 99902, 99904, 99905, and 99907