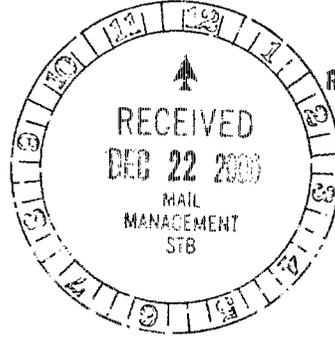




First Union Rail Corporation  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

December 21, 2000

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



VIA UPS NEXT DAY AIR

RECORDATION NO. 22271A FILED

DEC 27 '00 4:57 PM

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 June 6, 2000, 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 with the Commission under Recordation number 22271.

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: Agassiz Rail Service, Inc.  
 100 Railroad Avenue  
 Fordville, ND 58231

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4750 cubic foot covered hopper cars equipped with trough hatches and gravity outlets, with car numbers NOKL 816447-832769, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Agassiz Rail Service, Inc., Lessee, covering 100 4750 cubic foot covered hopper cars equipped with trough hatches and gravity outlets, with car numbers NOKL 816447-832769, non-inclusive.

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

(NPRR003)

DEC 27 '00 4:57 PM

ASSGN. NO.: NPRR003

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6 day of June, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Agassiz Rail Service, Inc. ("Lessee"), a North Dakota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of April 11, 1997, as assigned by Northern Plains Railroad, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 2, 2000 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

By: K. A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K. A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 6<sup>th</sup> day of June, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

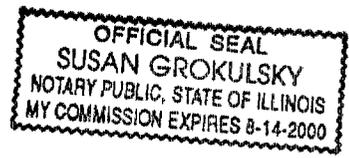
COUNTY OF COOK

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 6<sup>th</sup> day of June, 2000.

Susan Grokulsky  
Notary Public

My Commission Expires:  
8-14-2000  
(Notary Public)



**LESSEE:**

AGASSIZ RAIL SERVICE, INC.

By: [Signature]  
Name: Gregg A. Haug  
Title: President

**ATTEST:**

By: [Signature]  
Name: Nathalie S. Haug  
Title: Controller

Executed on this 19<sup>th</sup> day of May, 2000.

[CORPORATE SEAL]

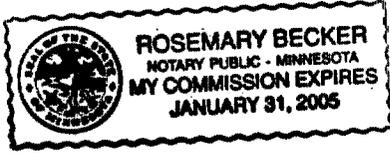
STATE OF Minnesota  
COUNTY OF St. Louis

I, Rosemary Becker, a Notary Public of the County and State aforesaid, 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 19<sup>th</sup> day of May, 2000.

[Signature]  
Notary Public

Commission Expires:  
1-31-005  
(Notary Public)



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

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars,  
equipped with trough hatches and gravity outlets

CAR NUMBERS: See below:

NOKL 816447	NOKL 826983	NOKL 832735
NOKL 816448	NOKL 826986	NOKL 832737
NOKL 816449	NOKL 827011	NOKL 832738
NOKL 818453	NOKL 827026	NOKL 832740
NOKL 818528	NOKL 827030	NOKL 832741
NOKL 818544	NOKL 827038	NOKL 832742
NOKL 818555	NOKL 827047	NOKL 832743
NOKL 818566	NOKL 827061	NOKL 832744
NOKL 818581	NOKL 827062	NOKL 832745
NOKL 818600	NOKL 827065	NOKL 832746
NOKL 820007	NOKL 827072	NOKL 832747
NOKL 826840	NOKL 827083	NOKL 832748
NOKL 826842	NOKL 832700	NOKL 832749
NOKL 826863	NOKL 832702	NOKL 832751
NOKL 826884	NOKL 832703	NOKL 832752
NOKL 826885	NOKL 832709	NOKL 832753
NOKL 826886	NOKL 832714	NOKL 832754
NOKL 826888	NOKL 832715	NOKL 832755
NOKL 826891	NOKL 832716	NOKL 832756
NOKL 826897	NOKL 832717	NOKL 832757
NOKL 826898	NOKL 832718	NOKL 832758
NOKL 826900	NOKL 832719	NOKL 832759
NOKL 826925	NOKL 832722	NOKL 832760
NOKL 826931	NOKL 832723	NOKL 832761
NOKL 826942	NOKL 832724	NOKL 832762
NOKL 826950	NOKL 832725	NOKL 832763
NOKL 826952	NOKL 832726	NOKL 832764
NOKL 826963	NOKL 832727	NOKL 832765
NOKL 826966	NOKL 832728	NOKL 832766
NOKL 826968	NOKL 832729	NOKL 832767
NOKL 826969	NOKL 832730	NOKL 832768
NOKL 826970	NOKL 832731	NOKL 832769
NOKL 826975	NOKL 832732	Count: 100
NOKL 826980	NOKL 832733	