

RECORDATION NO. 23393-B FILED

MAR 1 2001 11:41 AM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated February 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement which is being filed with the Board under Recordation Number 23393.

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

Lessor: Midwest Railcar Corporation
9876 213th Avenue, N.W.
Elk River, Minnesota 55330

Lessee: Dakota, Minnesota & Eastern Railroad
Corporation
337 22nd Avenue South
Brookings, South Dakota 57006

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

Eighteen (18) boxcars within the series DME 005625 - DME 005649 not inclusive.

Mr. Vernon A. Williams
February 27, 2001
Page 2

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

Memorandum of Lease Agreement, dated February 28, 2001, between Midwest Railcar Corporation, Lessor, and Dakota, Minnesota & Eastern Railroad Corporation, Lessee, covering eighteen (18) boxcars within the series DME 005625 - DME 005649 not inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink that reads "Robert W. Alvord" followed by the initials "R.W." in a smaller, less distinct script.

Robert W. Alvord

RWA/bjg
Enclosures

RECORDATION NO. 23393-B FILED

MAR 1 '01 11:41 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 28, 2001

between

MIDWEST RAILCAR CORPORATION
as Lessor

and

DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION
as Lessee

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February ~~28~~, 2001, by and between MIDWEST RAILCAR CORPORATION (“Lessor”) and DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION (“Lessee”), with reference to the following:

This Memorandum of Lease Agreement is intended to evidence the lease of railway cars, pursuant to the Full Service Lease Agreement and Equipment Rider 2 thereto, entered into by and between Lessor and Lessee, effective November 14, 2000 (the “Lease”), with respect to the railcars set forth in Schedule A hereto (the “Boxcars”), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the United States Department of Transportation under Section 49 U.S.C. 11301, as amended. The Lessor has the right to lease the Boxcars, and the Lessee is leasing or shall lease from the Lessor the Boxcars upon the terms and conditions provided in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

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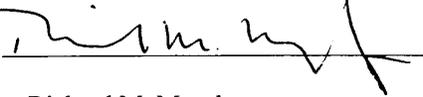
RECORDATION NO. _____ FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

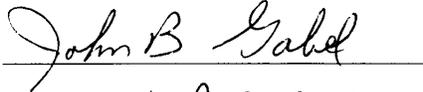
MIDWEST RAILCAR CORPORATION

By: 

Name: Richard M. Murphy

Title: President & CEO

DAKOTA, MINNESOTA & EASTERN
RAILROAD CORPORATION

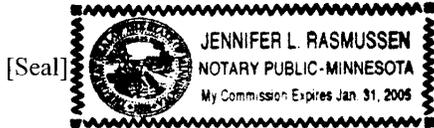
By: 

Name: JOHN B GABEL

Title: Gen Mgr Railcar Fleet

STATE OF MINNESOTA)
COUNTY OF SHERBURNE)

On this 29 day of February, 2001, before me appeared RICHARD M MURPHY the person who signed this instrument, who acknowledged that he is a PRESIDENT of Midwest Railcar Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

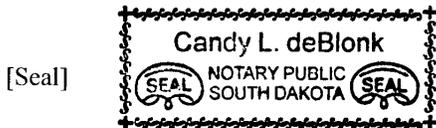


Jennifer L Rasmussen
Notary Public

My commission expires: JAN 31, 2005

STATE OF S. Dakota)
COUNTY OF Brookings) ss.

On this 23rd day of February, 2001, before me appeared Jim B. Gabel the person who signed this instrument, who acknowledged that (s)he is Genlgr Railcar Fleet of Dakota, Minnesota & Eastern Railroad Corporation and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Candy L deBlonk
Notary Public

My commission expires: **MY COMMISSION EXPIRES:**
March 10, 2001

SCHEDULE "A"
To Memorandum of Lease Agreement
Full Service Lease # 2000-DME Rider 2
One Page

Car Specifications:

Cubic Capacity: 5394 – 5600

Floors: 50K

Load Capacity: 160,000 – 170,000

Interior Length: 60'03" – 60'11"

Interior Width: 09'00" – 09'04"

Interior Height: 09'05" – 10'00"

Door Width: 10'06" – 12'00"

Door Height: 09'07" – 10'00"

Door Type: Single Plug

Car Numbers

DME 005625
DME 005626
DME 005628
DME 005629
DME 005631
DME 005632
DME 005635
DME 005636
DME 005638
DME 005639
DME 005640
DME 005641
DME 005642
DME 005643
DME 005644
DME 005645
DME 005646
DME 005649