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RECORDATION NO. 25399 FILED

JAN 07 '05

4-20 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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January 7, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of January 7, 2005. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

National City Commercial Capital Corporation
2720 Sugarloaf Club Drive
Duluth, GA 30097

Lessee:

Dakota, Minnesota & Eastern Railroad Corporation
140 North Phillips Avenue
Sioux Falls, SD 57104

A description of the equipment covered by the Memorandum of Lease Agreement consists of 199 4,870 cubic foot covered hopper cars numbered DME 49200-49237, inclusive, and 49239-49399, inclusive.

BALL JANIK LLP

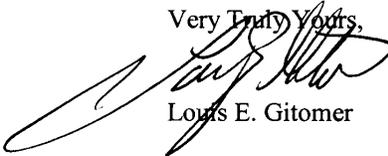
Honorable Vernon A. Williams
January 7, 2005
Page 2

A fee of \$ 32.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between National City Commercial Capital Corporation, 2720 Sugarloaf Club Drive, Duluth, GA 30097, and Dakota, Minnesota & Eastern Railroad Corporation, 140 North Phillips Avenue, Sioux Falls, SD 57104, covering 199 4,870 cubic foot covered hopper cars numbered DME 49200-49237, inclusive, and 49239-49399, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of January 7, 2005

between

**DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION,
as Lessee,**

and

**NATIONAL CITY COMMERCIAL CAPITAL CORPORATION,
as Lessor**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 7, 2005, by and between NATIONAL CITY COMMERCIAL CAPITAL CORPORATION ("Lessor") and DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Railcar Lease Agreement dated as of December 22, 2004, and Schedule No. 2 thereto and incorporating the terms thereof, dated as of January 7, 2005 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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.

DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION

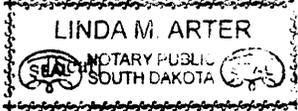
By: [Signature]
Name: Kurt V. Feaster, Sr. V.P.
Title: Chief Financial Officer & Secretary

NATIONAL CITY COMMERCIAL CAPITAL CORPORATION

By: _____
Name: _____
Title: _____

STATE OF SOUTH DAKOTA)
COUNTY OF Minnehaha) ss.

On this 5th day of January, 2005, before me appeared Kurt V. Feaster, the person who signed this instrument, who acknowledged that (s)he is the CFO & Secretary 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.



Linda M. Arter
Notary Public

My commission expires:
January 2009

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.

DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION

By: _____
Name: _____
Title: _____

NATIONAL CITY COMMERCIAL CAPITAL CORPORATION

By: William C. [Signature]
Name: William C. [Signature]
Title: SVP

STATE OF SOUTH DAKOTA)
) ss
COUNTY OF _____)

On this _____ day of January, 2005, before me appeared _____, the person who signed this instrument, who acknowledged that (s)he is the _____ 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.

[Seal]

Notary Public

My commission expires:

STATE OF GEORGIA)
) ss.
COUNTY OF WINNEB)

On this 7th day of January, 2005, before me appeared WILLIAM C. BADGIO, the person who signed this instrument, who acknowledged that (s)he is the SVP of National City Commercial Capital Corporation and that, being authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]
My commission expires 1-27 2008

David L. Pendleton
Notary Public

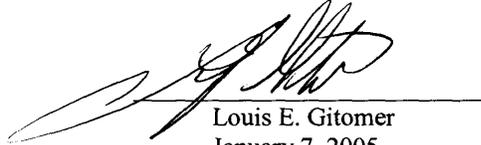
**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

one hundred ninety-nine (199) 4,870 cubic foot covered hopper cars with 110 ton trucks, manufactured by Trinity Industries in 1997 and bearing marks and numbers in series: DME 49200-49237 and 49239-49399 (inclusive)

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of January 7, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
January 7, 2005