

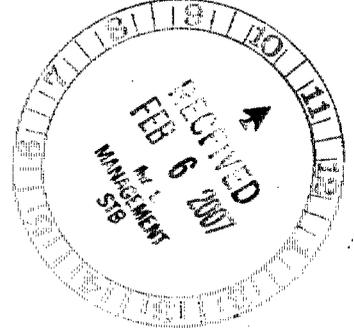
FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

RECORDATION NO. 22721J **FILED** VIA UPS 2nd DAY AIR
February 2, 2007

FEB 06 '07 -11 00 AM

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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 6, 2006, 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 22721-A.

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: Twin Cities & Western Railroad Company
2925 12th Street, East
Glencoe, MN 55336

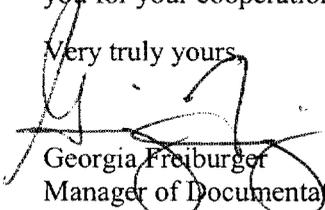
A description of the railroad equipment covered by the enclosed document is fifty (50) 4750 cu. ft. covered hopper cars, with TCWR marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$34.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(TCW029)

MEMORANDUM OF LEASE

6th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of December 2006 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Twin Cities & Western Railroad Company, a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 25, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 29 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of April 19, 2006, 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
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: MGR. OF DOCUMENTATION

Executed on this 6th day of December, 2006

[CORPORATE SEAL]

RECORDATION NO. 22721-J FILED

STATE OF ILLINOIS

FEB 06 '07 -10 00 AM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

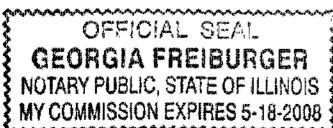
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of December 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

TWIN CITIES & WESTERN
RAILROAD COMPANY

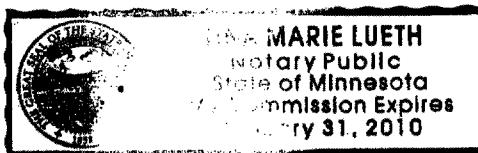
ATTEST:

By: _____
Name: _____
Title: _____

By: Mark Wegner
Name: MARK WEGNER
Title: VP & COO

Executed on this 30th day of NOV, 2006.

[CORPORATE SEAL]



STATE OF Minnesota

COUNTY OF McLeod

I, Tina M. Lueth, a Notary Public of the County and State aforesaid, certify that Mark Wegner 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 30th day of November, 2006.

Tina M. Lueth
Notary Public

My Commission Expires:

January 31st, 2010
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 4750 cu. Ft. capacity covered hopper cars equipped with
trough hatches and gravity gates.

CAR NUMBERS:

TCWR	820975	TCWR	827058
TCWR	821096	TCWR	827565
TCWR	821493	TCWR	827728
TCWR	821539	TCWR	827740
TCWR	821764	TCWR	827835
TCWR	821983	TCWR	827857
TCWR	822003	TCWR	827894
TCWR	822018	TCWR	828124
TCWR	822032	TCWR	828192
TCWR	822295	TCWR	828248
TCWR	822470	TCWR	828556
TCWR	823570	TCWR	828648
TCWR	824273	TCWR	830045
TCWR	824453	TCWR	830565
TCWR	824604	TCWR	830573
TCWR	824650	TCWR	830622
TCWR	825957	TCWR	830790
TCWR	826187	TCWR	831000
TCWR	826608	TCWR	831162
TCWR	826617	TCWR	832017
TCWR	826639	TCWR	832048
TCWR	826789	TCWR	832487
TCWR	826899	TCWR	832492
TCWR	826916	TCWR	832652
TCWR	827014	TCWR	839242