

RECORDATION NO. 26881 FILED

MAR 26 '07 -1 15 PM

SURFACE TRANSPORTATION BOARD

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URBAN A. LESTER

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

March 26, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

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 Equipment Lease, dated as of March 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: First Hawaiian Leasing, Inc.
c/o First Hawaiian Bank
Kapiolani Banking Center
1580 Kapiolani Boulevard
Honolulu, Hawaii 96814

Lessee: Iowa, Chicago & Eastern Railroad Corporation
140 North Phillips Avenue
Sioux Falls, South Dakota 57104

Mr. Vernon A. Williams
March 26, 2007
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A description of the railroad equipment covered by the enclosed document is:

200 covered hopper cars: DME 51900 - DME 52099.

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

Memorandum of Equipment 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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE

Memorandum of Equipment Lease made and entered into on March 26 2007 by and between Iowa, Chicago & Eastern Railroad Corporation, a Delaware corporation ("*Lessee*") and First Hawaiian Leasing, Inc., a Hawaii corporation ("*Lessor*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (as defined below).

WITNESSETH

1. The undersigned have entered into that certain Equipment Lease (the "*Lease*"), dated as of March 26, 2007, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railcars bearing unit numbers as listed on Exhibit A attached hereto and all additions and alterations thereof, replacements thereof and substitutions thereof, subject to the term defined in said Lease. Lessor and Lessee shall from time to time enter into Lease Supplements whereby such railcars should become subject to the Lease.

2. This Memorandum of said Lease is being recorded with the Surface Transportation Board pursuant in conformity with 49 U.S.C. 11301.

3. The parties hereto are the same parties to said Lease and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

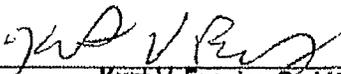
4. The parties hereto acknowledge that said Lease shall be available for inspection by contacting the following party:

Iowa, Chicago & Eastern Railroad Corporation
140 N. Phillips Ave.
Sioux Falls, SD 57104
Attn: Treasurer

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

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee and accordingly have each caused this Memorandum to be duly executed by their respective officers duly authorized as of March 26, 2007.

Iowa, Chicago & Eastern Railroad
Corporation, as Lessee

By: 
Its: Kurt V. Feaster, Sr. V.P.,
Chief Financial Officer & Secretary

Iowa, Chicago & Eastern Railroad
Corporation
140 N. Phillips Ave.
Sioux Falls, SD 57104

Attention: Gary R. Fish

First Hawaiian Leasing, Inc., as Lessor

By:
Its:

First Hawaiian Leasing, Inc.
c/o First Hawaiian Bank
Kapiolani Banking Center
1580 Kapiolani Boulevard
Honolulu, Hawaii 96814

Attention: Brian Y.C. Lau

IN WITNESS WHEREOF, the parties hereto wish to show for the public record the ownership of the said railroad equipment by Lessor, and the leasehold interest therein of Lessee and accordingly have each caused this Memorandum to be duly executed by their respective officers duly authorized as of March 26, 2007.

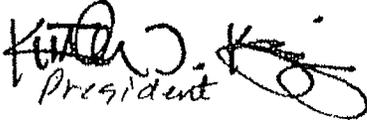
Iowa, Chicago & Eastern Railroad
Corporation, as Lessee

By: _____
Its: _____

Iowa, Chicago & Eastern Railroad
Corporation
140 N. Phillips Ave.
Sioux Falls, SD 57104

Attention: Gary R. Fish

First Hawaiian Leasing, Inc., as Lessor

By: 
Its: *President*

First Hawaiian Leasing, Inc.
c/o First Hawaiian Bank
Kapiolani Banking Center
1580 Kapiolani Boulevard
Honolulu, Hawaii 96814

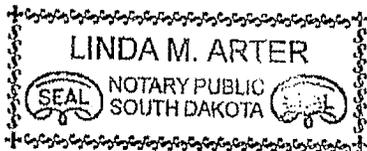
Attention: Brian Y.C. Lau

STATE OF South Dakota)
COUNTY OF Minnehaha)

SS:

On this, the 26 day of March 2007, before, a Notary Public in and for said County and State, personally appeared Kurt V. Foaster, who being by me duly sworn, says that (s)he is the CEO & Secy. of Iowa, Chicago & Eastern Railroad Corporation, that said instrument was signed on 3/26, 2007 on behalf of said company by authority of its CEO, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Linda M. Arter

Name:

Notary Public

My Commission Expires: 01/09

Residing in Minnehaha County

STATE OF _____)
COUNTY OF _____)

SS:

On this, the _____ day of _____ 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of First Hawaiian Leasing, Inc. that said instrument was signed on _____, 2007 on behalf of said company by authority of its _____, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:

Notary Public

My Commission Expires:

Residing in _____

STATE OF)
) SS:
COUNTY OF)

On this, the _____ day of _____ 2007, before, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Iowa, Chicago & Eastern Railroad Corporation, that said instrument was signed on _____, 2007 on behalf of said company by authority of its _____, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Hawaii)
City of) SS:
COUNTY OF Honolulu)

On this, the 22nd day of March 2007, before me, a Notary Public in and for said County and State, personally appeared Kaethe T. Koyanagi, who being by me duly sworn, says that he is the President of First Hawaiian Leasing, Inc. that said instrument was signed on 3/22, 2007 on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

LS

Joan M. Kawamoto
Name: Joan M. Kawamoto
Notary Public, State of Hawaii
My Commission Expires: 10/18/09
Residing in Honolulu, Hawaii

Exhibit A

Equipment: National Steel Car Limited 5150 c.f. Covered Hopper Car

Quantity: Two Hundred (200)

Unit Numbers: DM&E 51900-52099 (inclusive)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/26/07



Robert W. Alvord