

RECORDATION NO. 22538-I FILED

JUL 10 '07

3-29 PM

SURFACE TRANSPORTATION BOARD

JUL 10 2007
RECEIVED
VIA UPS 2nd DAY AIR

July 6, 2007

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

Mr. Vernon Williams
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
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 June 18, 2007, 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 Surface Transportation Board under Recordation Number 22538.

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: Dakota, Missouri Valley & Western
Railroad, Inc.
3501 E. Rosser Avenue
Bismarck, ND 58501

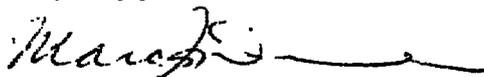
A description of the railroad equipment covered by the enclosed document is three (3) EMD/Boise GP40M-3R locomotives, with FURX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$35.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,


Marcia Dunne
Rail Documentation Specialist

Enclosures

(DMVW040)

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ASSGN. NO.: DMVW040

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 18th day of June, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dakota, Missouri Valley & Western Railroad, Inc. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 13, 2003, whereby Lessor has agreed to lease to Lessee certain locomotive units pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of _____, _____ 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
Vice President Sales & Marketing

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: _____

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 18th day of June, _____.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

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 18th day of June, 2007.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

DAKOTA, MISSOURI VALLEY & WESTERN RAILROAD, INC.

By: Dennis Ming
Name: Dennis Ming
Title: VP

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this ____ day of _____, ____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 ____ day of _____, ____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF LOCOMOTIVES: Three (3)

DESCRIPTION OF LOCOMOTIVES:

EMD/Boise GP40M-3R Locomotives, 1998 rebuilt at Boise Locomotive Works.
3000 horsepower.

DC, 16-645E3 turbocharged, 4 axle
Tractive effort 55,400 lbs. @ 11.3 mph
Fuel capacity 2600 gallon minimum
Sand capacity 56 cu.ft.
Modernized rebuilt electrical cabinet
New contactors and relays
Rebuilt AR10's
26L air brakes
Ditch lights
Repainted 1998.
Extended range dynamic brakes
AAR car type code D115

LOCOMOTIVE NUMBERS: FURX 1163, FURX 1175, FURX 1176