

LAW OFFICES OF
LOUIS E. GITOMER

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

April 11, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

RECORDATION NO. 20168-C **FILED**

APR 11 '08 -4 5 4 PM

SURFACE TRANSPORTATION BOARD

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Lease, a secondary document, dated as of April 11, 2008. The primary document to which this is connected is recorded under Recordation No. 20168. We request that one copy of this document be recorded under Recordation No. 20168-C.

The names and addresses of the parties to the Termination of Lease are:

Lessor:

U.S. Bancorp Equipment Finance, Inc.
13010 S.W. 68th Pkwy
Portland, OR 97223

Lessee:

Dakota, Minnesota & Eastern Railroad Corporation
140 North Phillips Ave.
Soux Falls, SD 57101

A description of the equipment covered by the Termination of Lease consists of 98 covered hopper cars numbered DME 51045-51047, inclusive, 51103-51151, inclusive, 51153-51164, inclusive, and 51166-51199, inclusive.

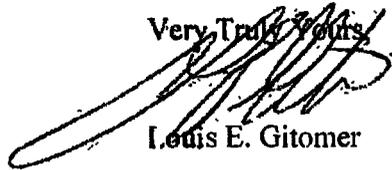
Honorable Anne K. Quinlan
April 11, 2008
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A fee of \$ 35.00 is enclosed. Please return the original to:

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 Termination of Lease between U.S. Bancorp Equipment Finance, Inc., 13010 S.W. 68th Pkwy, Portland, OR 97223, and Dakota, Minnesota & Eastern Railroad Corporation, 140 North Phillips Ave., Sioux Falls, SD 57101, covering 98 covered hopper cars numbered DME 51045-51047, inclusive, 51103-51151, inclusive, and 51153-51164, inclusive, and 51166-51199, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

APR 11 '08 -4 5 4 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE is made as of April 11, 2008 by U.S. Bancorp Equipment Finance, Inc., formerly known as U.S. Bancorp Leasing & Financial, as Lessor, and Dakota, Minnesota & Eastern Railroad Corporation, as Lessee.

WITNESSETH:

WHEREAS, The Railroad Equipment identified in the Attachment hereto was leased from Lessor to Lessee pursuant to: (1) that certain Master Lease Agreement dated as of June 26, 1996 between Lessor, and Lessee, which was recorded at the Surface Transportation Board (the "STB") on July 2, 1996 at 2:20 pm under Recordation No. 20168 for 100 covered hopper cars numbered DME 51045-51047, inclusive, and 51103-51199, inclusive; (2) that certain Schedule Number 11196.001 dated as of June 26, 1996 between Lessor, and Lessee, which was recorded at the STB on July 2, 1996 at 2:20 pm under Recordation No. 20168-A for 100 covered hopper cars numbered DME 51045-51047, inclusive, and 51103-51199, inclusive; and (3) that certain Partial Release dated as of June 6, 2005 by Lessor, which was recorded at the STB on July 2, 1996 at 2:20 pm under Recordation No. 20168-B for two covered hopper cars numbered DME 51152 and 51165 (all collectively referred to as the "Lease"); and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged with respect to the Railroad Equipment.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease of the Railroad Equipment in the files of the STB, Lessor and Lessee hereby terminate and cancel the Lease of the Railroad Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

U.S. Bancorp Equipment Finance, Inc.
By: [Signature]
Title: Vice President

Dakota, Minnesota & Eastern Railroad Corporation
By: _____
Title: _____

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of April 11, 2008 by U.S. Bancorp Equipment Finance, Inc., formerly known as U.S. Bancorp Leasing & Financial, as Lessor, and Dakota, Minnesota & Eastern Railroad Corporation, as Lessee.

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WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged with respect to the Railroad Equipment.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease of the Railroad Equipment in the files of the STB, Lessor and Lessee hereby terminate and cancel the Lease of the Railroad Equipment as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

U.S. Bancorp Equipment Finance, Inc.

Dakota, Minnesota & Eastern Railroad Corporation

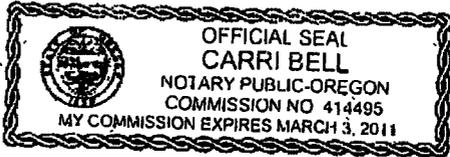
By: _____
Title: _____

By: 
Title: _____

**Kurt V. Feaster, Chief Financial Officer
Treasurer & Ass't Secretary**

State of Oregon)
) ss.
County of Washington

On this 9 day of April, 2008, before me personally appeared Kristin Voss,
to me personally known, who, being by me duly sworn, says that (s)he is Vice President
of U.S. Bancorp Equipment Finance, Inc., and that (s)he is duly authorized to sign the foregoing
instrument on behalf of U.S. Bancorp Equipment Finance, Inc., and (s)he acknowledged that the
execution of the foregoing instrument was the free act and deed of U.S. Bancorp Equipment
Finance, Inc.



Carri Bell
Notary Public

My commission expires: 3-3 2011

State of South Dakota)
) ss.
County of Brookings)

On this ___ day of April, 2008, before me personally appeared _____,
to me personally known, who, being by me duly sworn, says that (s)he is _____
of Dakota, Minnesota & Eastern Railroad Corporation and that (s)he is duly authorized to sign
the foregoing instrument on behalf of Dakota, Minnesota & Eastern Railroad Corporation, and
(s)he acknowledged that the execution of the foregoing instrument was the free act and deed of
Dakota, Minnesota & Eastern Railroad Corporation.

Notary Public

My commission expires:

State of _____)
) ss:
County of _____)

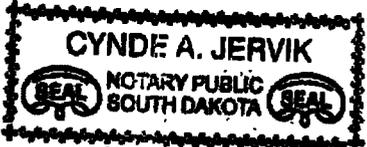
On this ___ day of April, 2008, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of U.S. Bancorp Equipment Finance, Inc., and that (s)he is duly authorized to sign the foregoing instrument on behalf of U.S. Bancorp Equipment Finance, Inc., and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of U.S. Bancorp Equipment Finance, Inc.

Notary Public

My commission expires:

State of South Dakota)
) *Minnehaha* ss.
County of ~~Brookings~~)

On this 10 day of April, 2008, before me personally appeared *Karl V. Frastue* to me personally known, who, being by me duly sworn, says that (s)he is *CEO* of Dakota, Minnesota & Eastern Railroad Corporation and that (s)he is duly authorized to sign the foregoing instrument on behalf of Dakota, Minnesota & Eastern Railroad Corporation, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Dakota, Minnesota & Eastern Railroad Corporation.



Cynde A. Jervik
Notary Public

My commission expires: *6-15-12*

ATTACHMENT

The Railroad Equipment consists of 98 covered hopper cars numbered DME 51045-51047, inclusive, 51103-51151, inclusive, and 51153-51164, inclusive, and 51166-51199, inclusive.