

JUN 22 '12 -4 06 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

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VIA UPS 2nd DAY AIR

June 20, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated May 29, 2012, 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 22468.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Dakota, Minnesota & Eastern Railroad Corp. c/o Canadian Pacific Railway Company 401 - 9 th Avenue S.W., Suite 400 Calgary, AB T2P 4Z4 Canada
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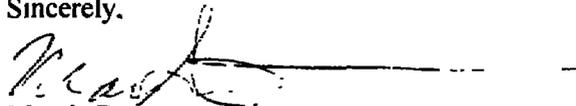
A description of the railroad equipment covered by the enclosed document is for one hundred eighty-one (181) gondola cars; having ICE marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$41.00 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.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(DME029)

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ASSIGN. NO. DME 029

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE – RIDER NO. 26

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of May 29, 2012, by and between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("Lessor"), and DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 23, 1998 (the Lease), and Rider No. 26 thereto dated as of May 29, 2012 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

TITLE: _____

SIGNATURE: Richard F. Seymour**LESSEE:**

DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION

NAME: John J. HuberTITLE: VP Finance & ComplianceSIGNATURE: J. J. Huber

MEMORANDUM OF LEASE – RIDER NO. 26

EXHIBIT A – CAR NUMBERS

1	ICE	017000	42	ICE	017052	83	ICE	017109
2	ICE	017001	43	ICE	017054	84	ICE	017110
3	ICE	017003	44	ICE	017055	85	ICE	017111
4	ICE	017004	45	ICE	017056	86	ICE	017112
5	ICE	017005	46	ICE	017059	87	ICE	017114
6	ICE	017006	47	ICE	017060	88	ICE	017115
7	ICE	017007	48	ICE	017061	89	ICE	017116
8	ICE	017008	49	ICE	017062	90	ICE	017118
9	ICE	017009	50	ICE	017064	91	ICE	017119
10	ICE	017010	51	ICE	017065	92	ICE	017121
11	ICE	017011	52	ICE	017067	93	ICE	017122
12	ICE	017013	53	ICE	017068	94	ICE	017123
13	ICE	017014	54	ICE	017069	95	ICE	017124
14	ICE	017015	55	ICE	017074	96	ICE	017126
15	ICE	017017	56	ICE	017075	97	ICE	017127
16	ICE	017018	57	ICE	017076	98	ICE	017128
17	ICE	017019	58	ICE	017077	99	ICE	017132
18	ICE	017022	59	ICE	017078	100	ICE	017133
19	ICE	017024	60	ICE	017079	101	ICE	017138
20	ICE	017026	61	ICE	017080	102	ICE	017139
21	ICE	017027	62	ICE	017081	103	ICE	017140
22	ICE	017028	63	ICE	017082	104	ICE	017141
23	ICE	017029	64	ICE	017083	105	ICE	017144
24	ICE	017030	65	ICE	017084	106	ICE	017146
25	ICE	017031	66	ICE	017086	107	ICE	017148
26	ICE	017032	67	ICE	017088	108	ICE	017149
27	ICE	017033	68	ICE	017089	109	ICE	017151
28	ICE	017034	69	ICE	017090	110	ICE	017152
29	ICE	017037	70	ICE	017091	111	ICE	017153
30	ICE	017038	71	ICE	017093	112	ICE	017154
31	ICE	017039	72	ICE	017095	113	ICE	017156
32	ICE	017041	73	ICE	017097	114	ICE	017157
33	ICE	017042	74	ICE	017098	115	ICE	017158
34	ICE	017043	75	ICE	017099	116	ICE	017159
35	ICE	017044	76	ICE	017101	117	ICE	017160
36	ICE	017045	77	ICE	017102	118	ICE	017161
37	ICE	017046	78	ICE	017103	119	ICE	017162
38	ICE	017047	79	ICE	017104	120	ICE	017163
39	ICE	017048	80	ICE	017105	121	ICE	017165
40	ICE	017049	81	ICE	017107	122	ICE	017167
41	ICE	017051	82	ICE	017108	123	ICE	017172

MEMORANDUM OF LEASE – RIDER NO. 26**EXHIBIT A – CAR NUMBERS**

124	ICE	017174	144	ICE	017198	164	ICE	017225
125	ICE	017175	145	ICE	017201	165	ICE	017226
126	ICE	017176	146	ICE	017202	166	ICE	017228
127	ICE	017177	147	ICE	017203	167	ICE	017229
128	ICE	017178	148	ICE	017204	168	ICE	017232
129	ICE	017179	149	ICE	017205	169	ICE	017233
130	ICE	017180	150	ICE	017206	170	ICE	017234
131	ICE	017182	151	ICE	017208	171	ICE	017236
132	ICE	017183	152	ICE	017209	172	ICE	017237
133	ICE	017184	153	ICE	017211	173	ICE	017238
134	ICE	017185	154	ICE	017212	174	ICE	017239
135	ICE	017187	155	ICE	017213	175	ICE	017240
136	ICE	017188	156	ICE	017215	176	ICE	017242
137	ICE	017189	157	ICE	017216	177	ICE	017244
138	ICE	017190	158	ICE	017217	178	ICE	017246
139	ICE	017192	159	ICE	017218	179	ICE	017247
140	ICE	017193	160	ICE	017219	180	ICE	017248
141	ICE	017194	161	ICE	017220	181	ICE	017249
142	ICE	017196	162	ICE	017222			
143	ICE	017197	163	ICE	017223			