

Wells Fargo Rail
9377 W. Higgins Rd.
Suite 600
Rosemont, IL 60018

wellsfargo.com

November 28, 2016

RECORDATION NO. 22538-Q
FILED NOVEMBER 28, 2016 3:59 PM
SURFACE TRANSPORTATION BOARD

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 Partial Termination of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) please find one (1) originally executed Memorandum of Partial Termination of Lease dated November 28, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memoranda of Lease evidencing such Equipment duly filed with the Surface Transportation Board on November 19, 1999, October 17, 2000, May 23, 2001, May 1, 2007 and January 25, 2010 under recordation numbers 22538, 22538-A, 22538-B, 22538-H and 22538-M respectively.

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

Lessor: Wells Fargo Rail Corporation
f/k/a First Union Rail Corporation
9377 W. Higgins Rd, Suite 600
Rosemont, IL 60018

Lessee: Dakota, Missouri Valley and Western Railroad
1131 South 22nd Street
Bismarck, ND 58504

The enclosed document is for 98 covered hopper cars under Rider No. 10 marked NOKL 820689 – NOKL 822953 n.i., UMP 063947, UMP 480997 and UMP 487846; 100 covered hopper cars under Rider No. 13 marked NOKL 821492 – NOKL 832711 n.i.; 103 covered hopper cars under Rider No. 15 marked NOKL 68 – NOKL 822953 n.i., UMP 63947, UMP 480997 and UMP 487846; 25 gondola cars under Rider No. 29 marked NOKL 310814 – NOKL 322117 n.i.; and 25 gondola cars under Rider No. 36 marked NOKL 310814 – NOKL 311294 n.i., which have been terminated in all respects and are no longer covered under the Lease.

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

Please accept this E-filing and invoice our account # 22860 in the amount of \$45.00 covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

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
Manager Contract Administration

Enclosures

(DMVW010, 013, 015/A, 038, 046)

Together we'll go far



MEMORANDUM OF PARTIAL TERMINATION OF LEASE

THIS MEMORANDUM OF PARTIAL TERMINATION OF LEASE (the "Memorandum") dated as November 28, 2016 is made by Wells Fargo Rail Corporation, f/k/a First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of March 24, 1997, (collectively, the "Lease"), between Lessor and Dakota, Missouri Valley & Western Railroad, Inc. (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto; and,

WHEREAS, Lessor and Lessee entered into certain Memoranda of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on November 19, 1999, October 17, 2000, May 23, 2001, May 1, 2007 and also on January 25, 2010, having recordation numbers 22538, 22538-A, 22538-B, 22538-H and 22538-M respectively.

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memoranda of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Memorandum of Partial Termination of Lease so as to release the lien with respect to the Equipment.

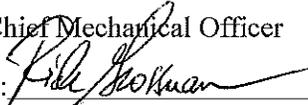
IN WITNESS WHEREOF, Wells Fargo Rail Corporation, as Lessor, has caused this Memorandum of Partial Termination of Lease to be duly executed by their respective officer duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

WELLS FARGO RAIL CORPORATION

Name: Rick Grossman

Title: Chief Mechanical Officer

Signature:  _____

**EXHIBIT A
TO
MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

RIDER NO. 10

NUMBER OF CARS: Ninety-eight (98)

DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars

CAR NUMBERS:

| | |
|-------------|-------------|
| NOKL 820689 | NOKL 820693 |
| NOKL 820753 | NOKL 820871 |
| NOKL 820880 | NOKL 820897 |
| NOKL 820898 | NOKL 820901 |
| NOKL 820902 | NOKL 820912 |
| NOKL 820915 | NOKL 820934 |
| NOKL 820938 | NOKL 821535 |
| NOKL 821538 | NOKL 821566 |
| NOKL 821567 | NOKL 821568 |
| NOKL 821571 | NOKL 821573 |
| NOKL 821575 | NOKL 821577 |
| NOKL 821580 | NOKL 821581 |
| NOKL 821583 | NOKL 821585 |
| NOKL 821587 | NOKL 821588 |
| NOKL 821590 | NOKL 821591 |
| NOKL 821592 | NOKL 821594 |
| NOKL 821595 | NOKL 821597 |
| NOKL 821598 | NOKL 821599 |
| NOKL 821601 | NOKL 821604 |
| NOKL 821683 | NOKL 821726 |
| NOKL 821734 | NOKL 822047 |
| NOKL 822048 | NOKL 822049 |
| NOKL 822050 | NOKL 822051 |
| NOKL 822052 | NOKL 822053 |
| NOKL 822054 | NOKL 822055 |
| NOKL 822056 | NOKL 822057 |
| NOKL 822058 | NOKL 822228 |
| NOKL 822753 | NOKL 822760 |
| NOKL 822770 | NOKL 822773 |
| NOKL 822774 | NOKL 822775 |
| NOKL 822776 | NOKL 822778 |
| NOKL 822780 | NOKL 822785 |
| NOKL 822792 | NOKL 822809 |
| NOKL 822824 | NOKL 822828 |
| NOKL 822829 | NOKL 822836 |
| NOKL 822839 | NOKL 822849 |
| NOKL 822852 | NOKL 822853 |
| NOKL 822858 | NOKL 822866 |
| NOKL 822868 | NOKL 822877 |
| NOKL 822888 | NOKL 822890 |
| NOKL 822893 | NOKL 822894 |
| NOKL 822896 | NOKL 822897 |
| NOKL 822898 | NOKL 822915 |
| NOKL 822922 | NOKL 822932 |
| NOKL 822933 | NOKL 822937 |
| NOKL 822942 | NOKL 822944 |
| NOKL 822949 | NOKL 822953 |
| UMP 063947 | UMP 480997 |

UMP 487846

**EXHIBIT A
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RIDER NO. 13

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

| | | |
|-------------|-------------|------------------|
| NOKL 821492 | NOKL 827846 | NOKL 831028 |
| NOKL 821502 | NOKL 828413 | NOKL 831033 |
| NOKL 821528 | NOKL 828549 | NOKL 831035 |
| NOKL 821529 | NOKL 828551 | NOKL 831036 |
| NOKL 821544 | NOKL 828559 | NOKL 831040 |
| NOKL 821545 | NOKL 830455 | NOKL 831043 |
| NOKL 821546 | NOKL 830496 | NOKL 831049 |
| NOKL 821547 | NOKL 830505 | NOKL 831050 |
| NOKL 821548 | NOKL 830509 | NOKL 831053 |
| NOKL 821550 | NOKL 830512 | NOKL 831056 |
| NOKL 821551 | NOKL 830529 | NOKL 831058 |
| NOKL 821552 | NOKL 830534 | NOKL 831060 |
| NOKL 821553 | NOKL 830556 | NOKL 831061 |
| NOKL 821554 | NOKL 830561 | NOKL 831062 |
| NOKL 821555 | NOKL 830613 | NOKL 831064 |
| NOKL 821556 | NOKL 830620 | NOKL 831066 |
| NOKL 821557 | NOKL 830628 | NOKL 831067 |
| NOKL 821558 | NOKL 830641 | NOKL 831156 |
| NOKL 821559 | NOKL 830666 | NOKL 831158 |
| NOKL 821560 | NOKL 830678 | NOKL 831159 |
| NOKL 821561 | NOKL 830703 | NOKL 831169 |
| NOKL 821562 | NOKL 830706 | NOKL 831212 |
| NOKL 821563 | NOKL 830712 | NOKL 831224 |
| NOKL 821564 | NOKL 830718 | NOKL 831248 |
| NOKL 822176 | NOKL 830734 | NOKL 831272 |
| NOKL 822177 | NOKL 830740 | NOKL 832335 |
| NOKL 822758 | NOKL 830743 | NOKL 832344 |
| NOKL 822833 | NOKL 830745 | NOKL 832356 |
| NOKL 822857 | NOKL 830913 | NOKL 832417 |
| NOKL 822954 | NOKL 830919 | NOKL 832497 |
| NOKL 822955 | NOKL 830924 | NOKL 832544 |
| NOKL 822956 | NOKL 830928 | NOKL 832711 |
| NOKL 822961 | NOKL 830934 | Count: 100 |
| NOKL 824475 | NOKL 831027 | |

**EXHIBIT A
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RIDER NO. 15

NUMBER OF CARS: One hundred three (103)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

| | | | | | |
|------|--------|------|--------|--------|--------|
| NOKL | 68 | NOKL | 821591 | NOKL | 822792 |
| NOKL | 3112 | NOKL | 821592 | NOKL | 822809 |
| NOKL | 3182 | NOKL | 821594 | NOKL | 822824 |
| NOKL | 3185 | NOKL | 821595 | NOKL | 822828 |
| NOKL | 3218 | NOKL | 821597 | NOKL | 822829 |
| NOKL | 3225 | NOKL | 821598 | NOKL | 822836 |
| NOKL | 820689 | NOKL | 821599 | NOKL | 822839 |
| NOKL | 820693 | NOKL | 821601 | NOKL | 822849 |
| NOKL | 820753 | NOKL | 821604 | NOKL | 822852 |
| NOKL | 820871 | NOKL | 821683 | NOKL | 822853 |
| NOKL | 820880 | NOKL | 821726 | NOKL | 822858 |
| NOKL | 820897 | NOKL | 821734 | NOKL | 822866 |
| NOKL | 820898 | NOKL | 822047 | NOKL | 822868 |
| NOKL | 820901 | NOKL | 822048 | NOKL | 822877 |
| NOKL | 820902 | NOKL | 822049 | NOKL | 822888 |
| NOKL | 820912 | NOKL | 822050 | NOKL | 822890 |
| NOKL | 820915 | NOKL | 822051 | NOKL | 822893 |
| NOKL | 820934 | NOKL | 822052 | NOKL | 822894 |
| NOKL | 820938 | NOKL | 822053 | NOKL | 822896 |
| NOKL | 821535 | NOKL | 822054 | NOKL | 822897 |
| NOKL | 821538 | NOKL | 822055 | NOKL | 822898 |
| NOKL | 821566 | NOKL | 822056 | NOKL | 822915 |
| NOKL | 821567 | NOKL | 822057 | NOKL | 822922 |
| NOKL | 821568 | NOKL | 822058 | NOKL | 822932 |
| NOKL | 821571 | NOKL | 822228 | NOKL | 822933 |
| NOKL | 821573 | NOKL | 822753 | NOKL | 822937 |
| NOKL | 821575 | NOKL | 822760 | NOKL | 822942 |
| NOKL | 821577 | NOKL | 822770 | NOKL | 822944 |
| NOKL | 821580 | NOKL | 822773 | NOKL | 822949 |
| NOKL | 821581 | NOKL | 822774 | NOKL | 822953 |
| NOKL | 821583 | NOKL | 822775 | UMP | 63947 |
| NOKL | 821585 | NOKL | 822776 | UMP | 480997 |
| NOKL | 821587 | NOKL | 822778 | UMP | 487846 |
| NOKL | 821588 | NOKL | 822780 | Count: | 103 |
| NOKL | 821590 | NOKL | 822785 | | |

**EXHIBIT A
TO
MEMORANDUM OF PARTIAL TERMINATION OF LEASE**

RIDER NO. 29

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 52'6" Gondola Cars

CAR NUMBERS:

| | |
|-------------|-------------|
| NOKL 310814 | NOKL 311044 |
| NOKL 310831 | NOKL 311053 |
| NOKL 310900 | NOKL 311054 |
| NOKL 310903 | NOKL 311089 |
| NOKL 310946 | NOKL 311103 |
| NOKL 310952 | NOKL 311107 |
| NOKL 310953 | NOKL 311117 |
| NOKL 310956 | NOKL 311126 |
| NOKL 310962 | NOKL 311178 |
| NOKL 310992 | NOKL 311266 |
| NOKL 311017 | NOKL 311274 |
| NOKL 311028 | NOKL 311294 |
| | NOKL 322117 |

RIDER NO. 36

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 52'6" Gondola Cars

CAR NUMBERS:

| | |
|-------------|-------------|
| NOKL 310814 | NOKL 311044 |
| NOKL 310831 | NOKL 311053 |
| NOKL 310900 | NOKL 311054 |
| NOKL 310903 | NOKL 311089 |
| NOKL 310946 | NOKL 311103 |
| NOKL 310952 | NOKL 311107 |
| NOKL 310953 | NOKL 311117 |
| NOKL 310956 | NOKL 311126 |
| NOKL 310962 | NOKL 311144 |
| NOKL 310992 | NOKL 311178 |
| NOKL 311017 | NOKL 311266 |
| NOKL 311028 | NOKL 311274 |
| | NOKL 311294 |
| | Count: 25 |