

This instrument was prepared by:
Dakota, Minnesota & Eastern Railroad Corporation
140 North Phillips Ave., Sioux Falls, SD 57104.
605-782-1200

Tax statements shall be sent to:

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EASEMENT NO. 090608

THIS INDENTURE, made this 9th day of September, 2008, between **CITY OF RAPID CITY** of Rapid City, SD, hereinafter referred to as Grantee, and the **DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION**, hereinafter referred to as Grantor.

WITNESSETH:

That for consideration of Ten Thousand and No/100 Dollars (\$10,000), the receipt of which is hereby acknowledged by Grantor hereby grants and conveys to Grantee a perpetual easement for the construction of an overhead bridge for extending East Anomosa Street across the railroad, on and over real property in Pennington County, State of South Dakota, described as follows:

Exhibit A - Perpetual Highway Easement:

Located in the Dakota, Minnesota and Eastern Railroad Right of Way, in the NE1/4 of Section 31, Township 2 North, Range 8 East of the Black Hills Meridian, Rapid City, Pennington County, South Dakota. Tract contains 0.703 acres more or less.

Exhibit A - Temporary Construction Easement:

Located in the Dakota, Minnesota and Eastern Railroad Right of Way, in the NE1/4 of Section 31, Township 2 North, Range 8 East of the Black Hills Meridian, Rapid City, Pennington County, South Dakota. Tract contains 0.412 acres more or less.

The Grantor reserves the right to use said property for the maintenance and operation of railroad tracks and facilities, in a manner that is not inconsistent with the purposes for which this easement is granted, and further reserves the right to prevent the placement or maintenance of any roadway facility upon said property in a manner which would unreasonably interfere with the maintenance and safe and continuous operation of railroad tracks and facilities.

Any flagging requirements, the handling of flagging costs and vertical and horizontal clearance requirements will be covered by separate agreement. Any utilities associated with the lighting of the bridge will be permitted as part of this easement.

Which easement is demonstrated and defined in accordance with the plan and in the location shown permanent and temporary easement exhibits dated September 9, 2008, attached hereto and made a part thereof.

The easement granted and conveyed herein shall be deemed appurtenant to and shall run with the land.

Dated this 15 day of September, 2008.

WITNESS:

Grantor:
DAKOTA, MINNESOTA & EASTERN
RAILROAD CORPORATION

Cynde Jerick

By: [Signature]
Kurt V. Feaster, Sr. VP of Finance & CFO



STATE OF SOUTH DAKOTA)
)
COUNTY OF MINNEHAHA)

I, Cynde A. Jervik, a Notary Public duly commissioned and qualified in and for the County and State aforesaid, **DO HEREBY CERTIFY** Kurt V. Feaster is to me personally known and known to me to be, Senior Vice President of Finance & CFO of the Dakota, Minnesota & Eastern Railroad Corporation, a Delaware Corporation, and the identical person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and being first duly sworn by me, severally acknowledged to me that they are, Senior Vice President of Finance & CFO of said corporation; that as such officer they signed, sealed and delivered said instrument in behalf of said corporation by authority and order of its Board of Directors, as the free and voluntary act and deed of said corporation, and as their own free and voluntary act; that the seal affixed to said instrument is the seal of said corporation; and that said corporation executed said instrument.

I have hereunto set my hand and affixed my official seal of such Notary Public, at Sioux Falls, South Dakota, this 15 day of September, 2008.

Cynde A. Jervik
Notary Public, in and for the
State of South Dakota

My Commission Expires: 6-15-12

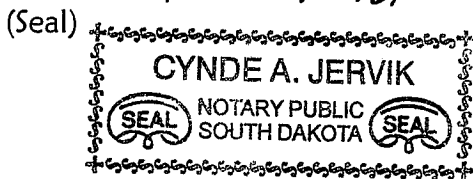
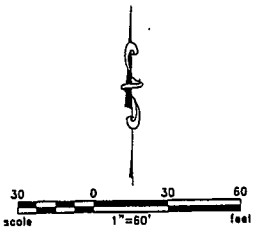
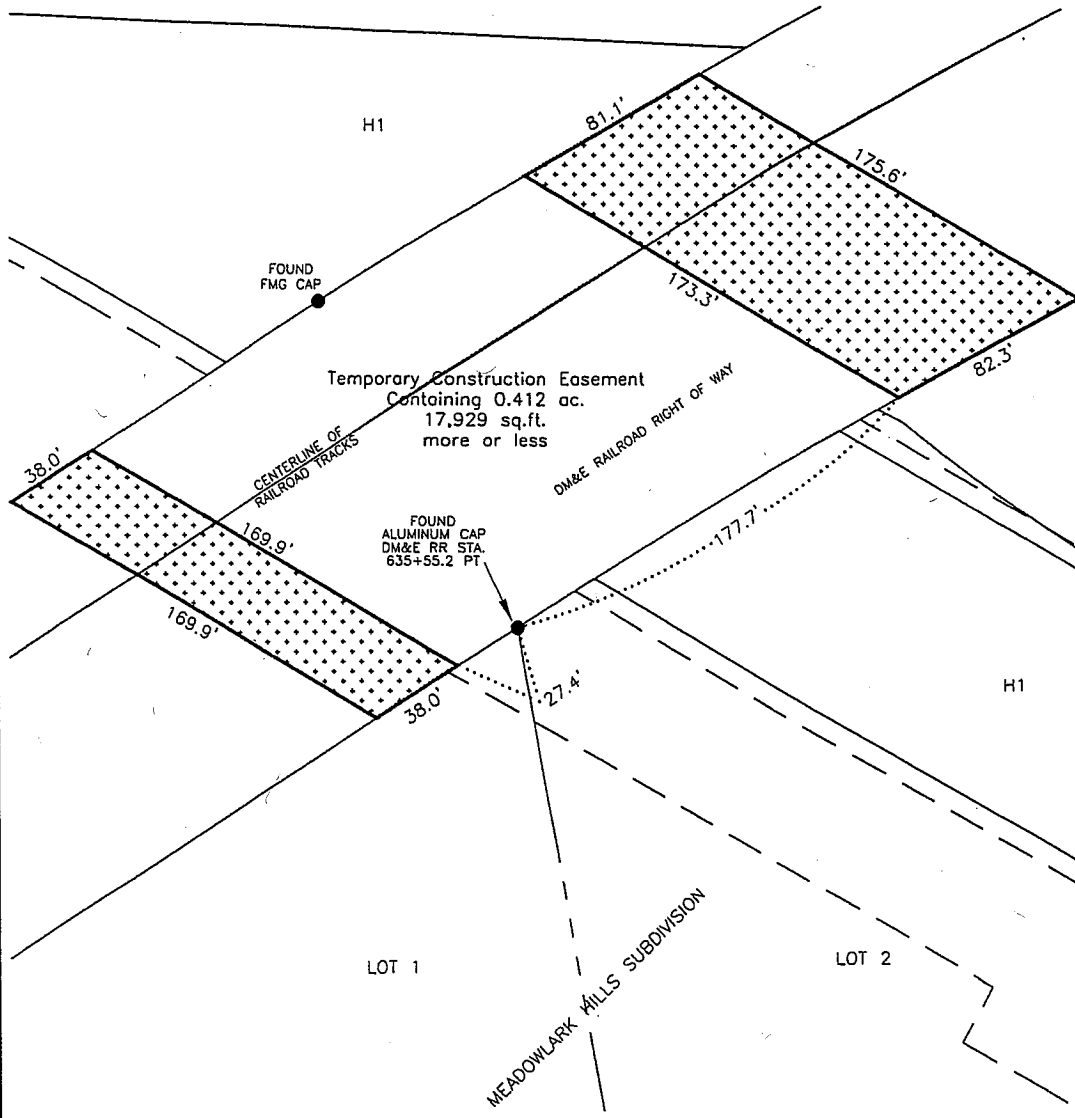


EXHIBIT A

TEMPORARY CONSTRUCTION EASEMENT
 LOCATED IN THE DAKOTA, MINNESOTA AND EASTERN RAILROAD RIGHT OF WAY, IN THE
 NE1/4 OF SECTION 31, TOWNSHIP 2 NORTH, RANGE 8 EAST
 OF THE BLACK HILLS MERIDIAN
 RAPID CITY, PENNINGTON COUNTY, SOUTH DAKOTA



Professional Land Surveyor, S.D. No. 5436, do hereby certify that the survey plat shown hereon was made by me, or under my direction, from notes made in the field, and the same is true and correct to the best of my knowledge and belief.

Kent A. Orvik
 KENT A. ORVIK
 Kent A. Orvik, Professional Land Surveyor
 S.D. No. 5436
 3-8-08 SOUTH DAKOTA
 Date

ALL BEARINGS ARE IN SOUTH DAKOTA STATE PLANE, SOUTH ZONE, NAD-83(86) GRID BEARINGS.

ALL DISTANCES ARE GROUND DISTANCES.

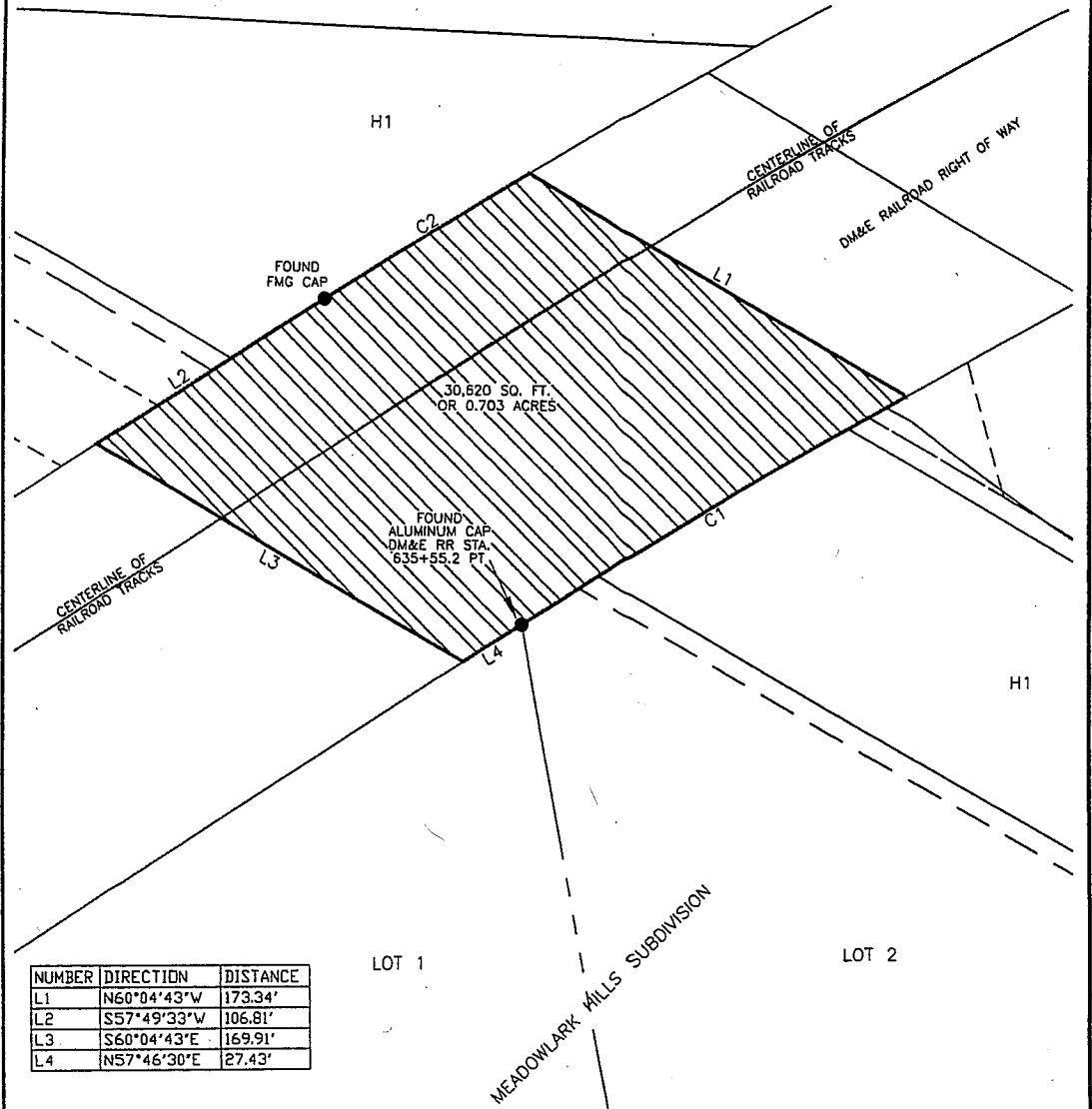
BASE BEARING IS THE EAST LINE OF LOT A OF LOT 5R, MERIDIAN SUBDIVISION, S02°07'22"W-955.71' Meas. FROM A FOUND CAP TO A FOUND YELLOW CAP.

PREPARED BY:
 KADRMAS, LEE & JACKSON, INC.
 330 KNOLLWOOD DRIVE
 RAPID CITY, SD 57701-6611
 (605) 721-5553

DAKOTA, MINNESOTA & EASTERN RAILROAD SIOUX FALLS, S.D.	
LOCATION: Rapid City, SD	
EXHIBIT "A" To Accompany: Easement #090608 CITY OF RAPID CITY Portion of Railroad property Temporary easement of 0.412 acres more or less Purchase price: \$10,000	
DATE: 09-09-08	SCALE: N/A

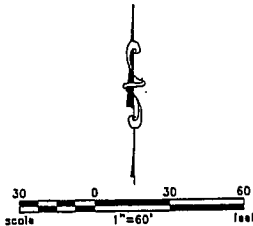
EXHIBIT A
HIGHWAY EASEMENT

LOCATED IN THE DAKOTA, MINNESOTA AND EASTERN RAILROAD RIGHT OF WAY, IN THE
NE1/4 OF SECTION 31, TOWNSHIP 2 NORTH, RANGE 8 EAST
OF THE BLACK HILLS MERIDIAN
RAPID CITY, PENNINGTON COUNTY, SOUTH DAKOTA



NUMBER	DIRECTION	DISTANCE
L1	N60°04'43"W	173.34'
L2	S57°49'33"W	106.81'
L3	S60°04'43"E	169.91'
L4	N57°46'30"E	27.43'

NUMBER	RADIUS (REC.)	ARC LENGTH
C1	3241.94	177.69
C2	3441.94	96.63



Professional Land Surveyor, S.D. No. 5436, do hereby certify that the survey plat shown hereon was made by me, or under my direction, from notes made in the field, and the same is true and correct to the best of my knowledge and belief.

Kent A. Orvik
Kent A. Orvik, Professional Land Surveyor
S.D. No. 5436
8-8-08
SOUTH DAKOTA

DAKOTA, MINNESOTA & EASTERN RAILROAD
SIOUX FALLS, S.D.

LOCATION: Rapid City, SD

EXHIBIT "A"
To Accompany:
Easement #090608
CITY OF RAPID CITY
Portion of Railroad property Perpetual
Highway easement of 0.703 acres
more or less Purchase price: \$10,000

DATE: 09-09-08 **SCALE: N/A**

ALL BEARINGS ARE IN SOUTH DAKOTA STATE PLANE, SOUTH ZONE, NAD-83(86) GRID BEARINGS.

ALL DISTANCES ARE GROUND DISTANCES.

BASE BEARING IS THE EAST LINE OF LOT A OF LOT 5R, MERIDIAN SUBDIVISION, S02°07'22"W-955.71' Meas. FROM A FOUND CAP TO A FOUND YELLOW CAP.



Customer: **City of Rapid City**
 Mail To: City of Rapid City
 Attention: Klare Schroeder P.E
 300 6th Street
 Rapid City, SD 57701

Invoice Number: 24515
 Invoice Date: 10/6/08
 Due Date: 11/5/08
 Type of Invoicing: Engineering
 Inv Month: Oct-08

Agreement #	Issue Date	Agreement Type	Location/Station
	10/1/2008	Road Easement	East Anamosa Street

Billing Cycle
 Annual

Type of Encro.
 Road Easement

Description: See attached for details.

Invoice Charges

#	Description of Charges	Billing Cycle	Amount
1	Road Easement	Annual <i>one time payment</i>	\$10,000.00
2			
3			
4			
5			
6			
7			
8			
9			
10			
Totals:			\$10,000.00

Total Due on this Invoice: \$10,000.00

Payment Due Within 30 Days of Invoice Date

<p>Please Send Remittance To: Dakota, Minnesota, & Eastern Railroad NW 5284 PO Box 1450 Minneapolis, MN 55485</p>	<p>Any Questions Regarding this Invoice Please Contact: Contact Name: Kim Duke Office (605)-782-1556 Email kduke@cedaramerican.com</p>
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Please return bottom portion or copy of invoice with your payment



Customer: City of Rapid City	Invoice # 24515	Invoice Date 10/6/08	Invoice Type Engineering	Due Date 11/5/08
			GL: 1.12705	Amount Due \$10,000.00

Address: City of Rapid City
 Attention: Klare Schroeder P.E
 300 6th Street
 Rapid City, SD 57701

Amount Paid