RECORDATION NO. 21742-Y FILED

NOV 12 '14 -4 06 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575
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www.firstunionrail.com

VIA FEDERAL EXPRESS

November 11, 2014

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

Re: <u>Memorandum of Lease</u>

Dear Section Chief:

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 and Assignment dated October 27, 2014, 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 21742. The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland Company
4666 Faries Parkway
Decatur, IL 62525

Owner of 4 cars in Group B: ATEL Leasing Corporation
600 Montgomery Street, 9th Floor
San Francisco, California 94111-2711

A description of the railroad equipment covered by the enclosed document is for fifty (50) hopper cars having NDYX and NOKL 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 $43.00 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 Rail Documentation Specialist

Enclosures

(ADM085)

NOV 12 2014
RECEIVED

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ASSGN. NO.: ADM085

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of October, 2014, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of the Cars listed on Exhibit A in Group 2, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 87 to the Lease (the "Rider"), as described more particular therein and on Exhibit A attached hereto, effective as of October 27, 2014 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

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,
as Lessor of Cars in Group 1, and as Manager for
ATEL Leasing Corporation of Cars in Group 2

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

Signature: Richard F. Seymour

LESSEE:

ARCHER DANIELS MIDLAND COMPANY

Name: DANA R. HANSON

Title: DIRECTOR - RATES & FLEET

Signature:

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: Covered Hopper Cars

CAR NUMBERS:

Group 1 – First Union Rail Corporation, Lessor

1	NDYX	819052
2	NDYX	819055
3	NDYX	820987
4	NDYX	821018
5	NDYX	821574
6	NDYX	821759
7	NDYX	822206
8	NDYX	822290
9	NDYX	823036
10	NDYX	824464
11	NDYX	825158
12	NDYX	826516
13	NDYX	826696
14	NDYX	826766
15	NDYX	827194
16	NDYX	827309
17	NDYX	827461
18	NDYX	827501
19	NDYX	827631
20	NDYX	827820
21	NDYX	828520
22	NDYX	829350
23	NDYX	830214
24	NDYX	830755
25	NDYX	830761
26	NDYX	830879
27	NDYX	830884
28	NDYX	832334
29	NDYX	832347
30	NDYX	832498
31	NDYX	832520
32	NDYX	832692
33	NDYX	833019
34	NDYX	833032
35	NDYX	833085
36	NDYX	833143
37	NDYX	833618
38	NDYX	833621
39	NDYX	833655
40	NDYX	833717
41	NDYX	833762
42	NOKL	826581
43	NOKL	830180
44	NOKL	833021
45	NOKL	833038
46	NOKL	838067

Group 2 - ATEL Leasing Corporation, Owner

1	NDYX	833932
2	NDYX	833954
3	NDYX	833958
4	NDYX	833960