

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 20969 FILED

OCT 28 '97 10-29AM



October 23, 1997

OCT 28 10 29 PM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 25, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

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

Lessee: Archer Daniels Midland Company
P.O. Box 1470
Decatur, IL 63535

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 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.

Very truly yours,

Kathy Dombrowski
Manager-Documentation

Enclosures

(ADM006)

ASSIGN. ADM006

OCT 28 '97 10-29AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of August, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company, a Delaware corporation ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: Robert C. Hamilton

Name: ROBERT C. HAMILTON

Title: DIRECTOR

Executed on this 29th day of Sept, 1997.

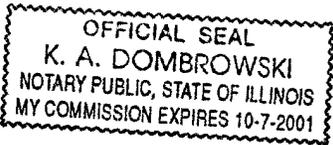
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public in and for said state and county, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of September, 1997.



K.A. Dombrowski
Notary Public

My Commission Expires:

10/7/2001
(Notary Public)

LESSEE:

ARCHER DANIELS MIDLAND COMPANY

ATTEST:

By: Randy Neumayer

Name: RANDY NEUMAYER

Title: Vice President-Rail Transportation

By: Patty Kelley

Name: PATTY KELLEY

Title: Secretary

Executed on this 22nd day of Sept, 1997.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Mason

I, Wilson K. Cassell, a Notary Public in and for said state and county, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 22nd day of September, 1997.

Wilson K. Cassell
Notary Public

My Commission Expires: 2/16/2000

(Notary Public)

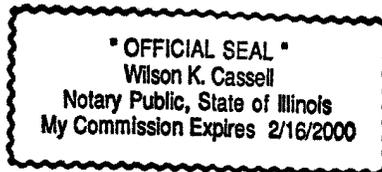


EXHIBIT A
to
Memorandum of Lease

NDYX 515303	NDYX 515361
NDYX 515304	NDYX 515362
NDYX 515305	NDYX 515363
NDYX 515307	NDYX 515366
NDYX 515310	NDYX 515367
NDYX 515311	NDYX 515368
NDYX 515314	NDYX 515369
NDYX 515315	NDYX 515371
NDYX 515316	NDYX 515374
NDYX 515317	NDYX 516395
NDYX 515318	NDYX 516396
NDYX 515320	NDYX 516403
NDYX 515321	NDYX 516404
NDYX 515323	NDYX 516405
NDYX 515324	NDYX 516408
NDYX 515325	NDYX 516411
NDYX 515327	NDYX 516412
NDYX 515328	NDYX 516414
NDYX 515330	NDYX 516415
NDYX 515332	NDYX 516418
NDYX 515333	NDYX 516419
NDYX 515334	NDYX 516421
NDYX 515335	NDYX 516424
NDYX 515336	NDYX 516426
NDYX 515337	NDYX 516427
NDYX 515340	NDYX 516428
NDYX 515342	NDYX 516430
NDYX 515344	NDYX 516431
NDYX 515345	NDYX 516434
NDYX 515346	NDYX 516436
NDYX 515347	NDYX 516437
NDYX 515349	NDYX 516438
NDYX 515351	NDYX 516439
NDYX 515353	NDYX 516440
NDYX 515354	NDYX 516442
NDYX 515355	NDYX 516443
NDYX 515356	NDYX 516444
NDYX 515357	NDYX 516445
NDYX 515358	NDYX 516446
NDYX 515359	NDYX 516449
NDYX 515360	