

**First Union Rail Corporation**

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

VIA FEDERAL EXPRESS

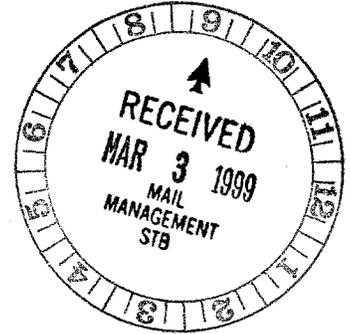


March 2, 1999

22052

RECORDATION NO. FILED

MAR 3 '99 9-00AM



Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 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 February 3, 1999, 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  
4666 Faries Parkway  
Decatur, IL 62525

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 \$26.00 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase  
Manager - Documentation

Enclosures

(BENQ025)

Surface Transportation Board  
Washington, D.C. 20423-0001

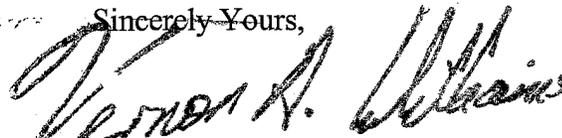
March 3, 1999

Tiffany Chase  
Manager - Documentation  
First Union Rail Corporation  
One O'Hare Center  
6250 River Road Suite 5000  
Rosemont IL 60018-4214

Dear Ms. Chase:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and  
and 49 CFR 1177.3 (c), on March 3, 1999 at 9:00 AM, and assigned  
recordation number(s) 22052, 22053, 22054, 22055, 22056, 22057, 22058, 22059, 22060,  
and 22061.

Sincerely Yours,

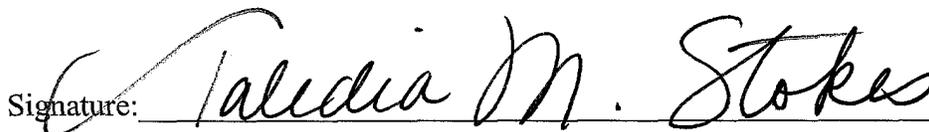


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 260.00 The amount indicated at the left has been received in payment of a fee  
in connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature: \_\_\_\_\_



22052

EXHIBIT A  
to  
RIDER NO. 16

RECORDATION NO. FILED  
MAR 3 '99 9-00AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of February, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniel Midland ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of January 3, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 16 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 3, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

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: K.A. Dambrowski  
Name: K.A. Dambrowski  
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 3rd day of February, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulskey, a Notary Public of the County and State aforesaid, 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 3rd day of February, 1999.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND

ATTEST:

By: Randy Neumayer  
Name: Randy Neumayer  
Title: Vice President-Rail Transportation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_ day of \_\_\_\_\_, 199\_\_.

[CORPORATE SEAL]

STATE OF Illinois  
COUNTY OF Macou

I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that \_\_\_\_\_ 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 8th day of February, 1999.

Wilson K. Cassell  
Notary Public

My Commission Expires:

2/16/2000  
(Notary Public)

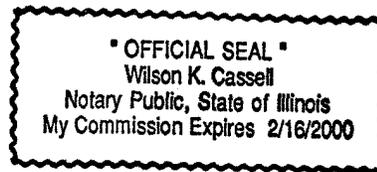


EXHIBIT A  
to  
Memorandum of Lease

One Hundred (100) Covered Hopper Cars

Car Numbers

FURX	827650
RUSX	484000
RUSX	484001
RUSX	484002
RUSX	484003
RUSX	484004
RUSX	484005
RUSX	484006
RUSX	484007
RUSX	484008
RUSX	484009
RUSX	484010
RUSX	484011
RUSX	484012
RUSX	484013
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FURX	822308

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RUSX	484099
<b>Count:</b>	<b>100</b>