

First Union Rail Corporation

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

VIA FEDERAL EXPRESS



September 9, 1998

RECORDATION NO. 21642 FILED
SEP 11 '98 11:46 AM

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 three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 11, 1998, 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 Centre
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 two (2) stamped originals 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures

(BENQ022)

ASSGN. NO.: BENQ022

EXHIBIT A
to
RIDERS NO. 11412

RECORDATION NO. 21647 FILED
SEP 11 '98 11-46 AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of August, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 11412 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 1998 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: [Signature]
Name: R. A. Dombrowski
Title: MANAGER - DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 11th day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, 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 11th day of August, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)

LESSEE:

ARCHER DANIELS MIDLAND

ATTEST:

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

By: Patty Kelley
Name: Patty Kelley
Title: Secretary

Executed on this 5th day of August, 1998.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Macou

I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer 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 5th day of August, 1998.

Wilson K. Cassell
Notary Public

My Commission Expires:

2/16/2000
(Notary Public)

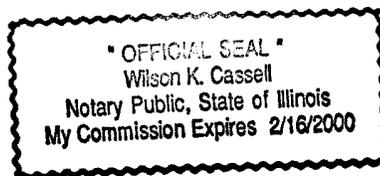


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Eighty-eight (88)**

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

CAR NUMBERS: **See below**

Car initial (29)	Car number (29)
FURX	830001
FURX	830013
FURX	830019
FURX	830057
FURX	830058
FURX	830059
FURX	830060
FURX	830061
FURX	830062
FURX	830063
FURX	830064
FURX	830066
FURX	830067
FURX	830068
FURX	830070
FURX	830071
FURX	830072
FURX	830073
FURX	830074
FURX	830075
FURX	830076
FURX	830077
FURX	830078
FURX	830079
FURX	830080
FURX	830081
FURX	830082
FURX	830083
FURX	830084
FURX	830085

FURX	830086
FURX	830087
FURX	830088
FURX	830089
FURX	830090
FURX	830091
FURX	830092
FURX	830093
FURX	830094
FURX	830095
FURX	830096
FURX	830097
FURX	830098
FURX	830099
FURX	830100
FURX	830101
FURX	830102
FURX	830103
FURX	830104
FURX	830105
FURX	830106
FURX	830107
FURX	830108
FURX	830109
FURX	830110
FURX	830111
FURX	830112
FURX	830113
FURX	830114
FURX	830115

UMP	055604
UMP	478901
UMP	478906
UMP	478908
UMP	478918
UMP	478941
UMP	479018
UMP	479034
UMP	479060
UMP	479140
UMP	479152
UMP	479159
UMP	479169
UMP	479171
UMP	479180
UMP	479201
UMP	479217
UMP	479224
UMP	479237
UMP	479252
UMP	479256
UMP	479260
UMP	479275
UMP	479288
UMP	479302
UMP	479316
UMP	490155
UMP	801077
Count:	88