

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. 21643 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 Grokulskey
Susan Grokulskey
Manager - Documents Administration

Enclosures

(BENQ023)

EXHIBIT A
to
RIDER NO. 10

RECORDATION NO. 21643 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. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 24, 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: K. A. Dombrowski
Title: MANAGER - DOCUMENTATION

By: [Signature]
Name: RICHARD F. STYMOUR
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.


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 Aug., 1998.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Marion

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 4th day of August, 1998.

Wilson K. Cassell
Notary Public

My Commission Expires:

2/16/2000
(Notary Public)

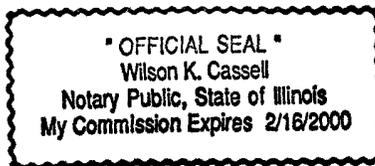


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty-eight (38)
DESCRIPTION OF CARS: 4750 cu. ft. Covered Hopper Cars
CAR NUMBERS: See below

Car initial (29)	Car number (29)
RUSX	061004
RUSX	061007
RUSX	061011
RUSX	061026
RUSX	061035
RUSX	061037
RUSX	061038
RUSX	061061
RUSX	061062
RUSX	061063
RUSX	061065
RUSX	061066
RUSX	061067
RUSX	061068
RUSX	061069
RUSX	061070
RUSX	061072
RUSX	061073
RUSX	061074

RUSX	061075
RUSX	061076
RUSX	061077
RUSX	061080
RUSX	061081
RUSX	061082
RUSX	061083
RUSX	061085
RUSX	061087
RUSX	061088
RUSX	061090
RUSX	061091
RUSX	061092
RUSX	061093
RUSX	061094
RUSX	061096
RUSX	061098
RUSX	061099
RUSX	061100
Count:	38