

First Union Rail Corporation

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

VIA FEDERAL EXPRESS



October 8, 1998

RECORDATION NO. 21706 FILED

OCT 9 '98

1-49 PM

OCT 9 1 49 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

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 one (1) copy 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

(ADM009)

EXHIBIT A
to
RIDER NO. 5

RECORDATION NO. 21706 FILED
OCT 9 '98 1-49 PM

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. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September, 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: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour
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.


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 Mason

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)

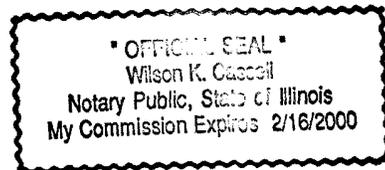


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **One Hundred Eighty (180)**

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

CAR NUMBERS: **See below**

NDYX	490030	UMP	046290	UMP	053659	UMP	055363	NDYX	490065
NDYX	490036	UMP	046900	UMP	053707	UMP	055366	NDYX	490068
NDYX	490041	UMP	049131	UMP	053768	UMP	055370	NDYX	512060
NDYX	490063	UMP	049131	UMP	053935	UMP	055371	NDYX	515006
NOKL	825960	UMP	049218	UMP	053945	UMP	055377	NDYX	515007
NOKL	827706	UMP	050706	UMP	053945	UMP	055377	NDYX	515010
UMP	001107	UMP	050739	UMP	053949	UMP	055381	NDYX	515014
UMP	001109	UMP	050786	UMP	053950	UMP	055388	NDYX	515017
UMP	001112	UMP	050793	UMP	053951	UMP	055389	NDYX	515057
UMP	001113	UMP	050793	UMP	053951	UMP	055393	NDYX	515064
UMP	001114	UMP	050807	UMP	053963	UMP	055469	NDYX	515074
UMP	001115	UMP	050813	UMP	053980	UMP	055606	NDYX	515075
UMP	006569	UMP	050822	UMP	053985	UMP	055609	NDYX	515077
UMP	009012	UMP	050833	UMP	053991	UMP	055690	NDYX	515079
UMP	009124	UMP	050840	UMP	053997	UMP	055691	NDYX	515082
UMP	009132	UMP	050844	UMP	054309	UMP	055691	NDYX	515088
UMP	009140	UMP	050846	UMP	054318	UMP	056189	NDYX	515094
UMP	019026	UMP	050846	UMP	054326	UMP	056190	NDYX	515100
UMP	046103	UMP	050851	UMP	054371	UMP	056194	NDYX	515115
UMP	046110	UMP	050852	UMP	054387	FURX	822312	NDYX	515116
UMP	046129	UMP	050864	UMP	054600	FURX	822319	NDYX	515126
UMP	046141	UMP	050870	UMP	054602	FURX	822365	NDYX	515135
UMP	046163	UMP	050924	UMP	054608	FURX	822367	NDYX	515138
UMP	046172	UMP	052802	UMP	054612	FURX	822370	NDYX	515144
UMP	046181	UMP	052827	UMP	054620	FURX	822374	NDYX	515151
UMP	046183	UMP	052904	UMP	054639	FURX	822429	NDYX	515160
UMP	046215	UMP	052911	UMP	054659	FURX	827931	NDYX	515164
UMP	046225	UMP	052930	UMP	054693	FURX	827938	NDYX	515195
UMP	046226	UMP	052931	UMP	055118	FURX	827944	NDYX	515199
UMP	046230	UMP	052945	UMP	055123	FURX	827946	NDYX	515207
UMP	046241	UMP	052963	UMP	055221	FURX	827949	NDYX	515225
UMP	046243	UMP	052970	UMP	055258	FURX	827991	NDYX	515261
UMP	046248	UMP	052998	UMP	055307	FURX	828016	NDYX	515268
UMP	046250	UMP	053506	UMP	055317	FURX	828025	NDYX	515274
UMP	046265	UMP	053542	UMP	055340	FURX	828038	NDYX	515286
		UMP	053554	UMP	055341	FURX	828051	NDYX	515400
		UMP	053562	UMP	055342	NDYX	490025	NDYX	515470
		UMP	053643	UMP	055351	NDYX	490026	Count:	180