

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. 21741 FILED

OCT 27 '98 4-08 PM

VIA FEDERAL EXPRESS



October 26, 1998



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

(ADM007)

EXHIBIT A
to
RIDER NO. 3A

RECORDATION NO. 21741 FILED
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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. 3A to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 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: K.A. Dombrawski
Name: K.A. DOMBRAWSKI
Title: MANAGER-30

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: Patty Kelley
Name: Patty Kelley
Title: Secretary

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

Executed on this 5th day of Aug., 1998.

[CORPORATE SEAL]

STATE OF Illinois
COUNTY OF Macon

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)

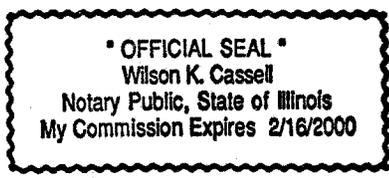


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Fifty (50)**

DESCRIPTION OF CARS: **4750 cu. ft. covered hoppers**

CAR NUMBERS: **See below:**

Car initial (29)	Car number (29)
NDYX	475280
NDYX	475281
NDYX	475282
NDYX	475283
NDYX	475284
NDYX	475285
NDYX	475286
NDYX	475287
NDYX	475288
NDYX	475289
NDYX	475290
NDYX	475291
NDYX	475292
NDYX	475293
NDYX	475294
NDYX	475295
NDYX	475296
NDYX	475297
NDYX	475298
NDYX	475299
NDYX	475300
NDYX	475301
NDYX	475302
NDYX	475303
NDYX	475304

NDYX	475305
NDYX	475306
NDYX	475307
NDYX	475308
NDYX	475309
NDYX	475310
NDYX	475311
NDYX	475312
NDYX	475313
NDYX	475314
NDYX	475315
NDYX	475316
NDYX	475317
NDYX	475318
NDYX	475319
NDYX	475320
NDYX	475321
NDYX	475322
NDYX	475323
NDYX	475324
NDYX	475325
NDYX	475326
NDYX	475327
NDYX	475328
NDYX	475329
Count:	50