

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA FEDERAL EXPRESS



October 26, 1998

RECORDATION NO. 21743 FILED

OCT 27 '98

4-08 PM

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

(ADM011)

EXHIBIT A
to
RIDER NO. 13

RECORDATION NO. 21743 FILED
OCT 27 '98 4-08 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of October, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland.

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. 13 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: 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 2nd day of October, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

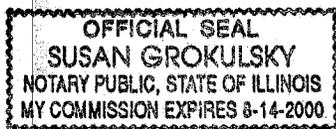
I, Susan Grokulsy, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of October, 1998.

Susan Grokulsy
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: Arvin Meyer
Name: Arvin Meyer
Title: Secretary

Executed on this 1st day of Oct, 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 1st day of October, 1998.

Wilson K. Cassell
Notary Public

My Commission Expires:

2/16/2000
(Notary Public)

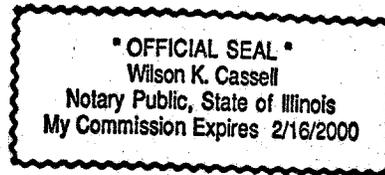


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)
DESCRIPTION OF CARS: 5150 cu. ft. covered hoppers
CAR NUMBERS: See below:

Car initial (29)	Car number (29)
NDYX	515019
NDYX	515051
NDYX	515053
NDYX	515080
NDYX	515086
NDYX	515102
NDYX	515112
NDYX	515113
NDYX	515129
NDYX	515141
NDYX	515162
NDYX	515168
NDYX	515172
NDYX	515197
NDYX	515206
NDYX	515377
NDYX	515378
NDYX	515382
NDYX	515384
NDYX	515388
NDYX	515391
NDYX	515393
NDYX	515402
NDYX	515403
NDYX	515404

NDYX	515407
NDYX	515408
NDYX	515409
NDYX	515415
NDYX	515426
NDYX	515429
NDYX	515434
NDYX	515439
NDYX	515443
NDYX	515445
NDYX	515448
NDYX	515449
NDYX	515451
NDYX	515455
NDYX	515463
NDYX	515464
NDYX	515474
NDYX	515482
NDYX	515487
NDYX	515490
NDYX	515492
NDYX	515494
NDYX	515497
NDYX	515498
NDYX	515499
Count:	50