

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. 21746 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 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

(BENQ024)

EXHIBIT A
to
RIDER NO. 7

RECORDATION NO. 21746 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 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. 7 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: [Signature]
Name: K.A. DOMBROWSKI
Title: MANAGER-DOCUMENTATION

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

Executed on this 11th day of August, 1998.

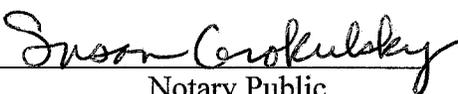
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan 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 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: _____
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 4th day of August, 1998.

Wilson K. Cassell
Notary Public

My Commission Expires:

2/16/2000
(Notary Public)

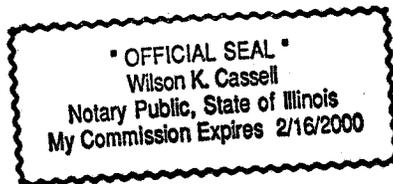


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Sixty (60)**

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

CAR NUMBERS: **See below:**

Car initial (29)	Car number (29)
FURX	822361
FURX	822362
FURX	822369
FURX	822379
FURX	822400
FURX	827601
FURX	827605
FURX	827606
FURX	827608
FURX	827609
FURX	827610
FURX	827617
FURX	827618
FURX	827619
FURX	827620
FURX	827621
FURX	827623
FURX	827628
FURX	827630
FURX	827634
FURX	827638
FURX	827640
FURX	827645
FURX	827649
FURX	827657
FURX	827659
FURX	827661
FURX	827662
FURX	827667
FURX	827674

FURX	827675
FURX	827677
FURX	827683
FURX	827689
FURX	827692
FURX	827695
FURX	827698
FURX	827703
FURX	827705
FURX	827708
FURX	827716
FURX	827731
FURX	827734
FURX	827737
FURX	827738
FURX	827739
FURX	827742
FURX	827743
FURX	827744
FURX	827747
FURX	827748
FURX	827934
FURX	827937
FURX	827941
FURX	827942
FURX	827947
FURX	827954
FURX	827956
FURX	827992
FURX	828002
Count:	60