



First Union Rail Corporation
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

RECORDATION NO. 21742-A FILED

VIA UPS NEXT DAY AIR

February 21, 2001

FEB 27 '01 4-23 PM
 TS
 SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
 Surface Transportation Board
 1925 K Street, N.W., Room 704
 Washington, DC 20423-0001
 Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

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 October 11, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation One O'Hare Center 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 eighty-one (81) 5150 cubic foot covered hopper cars, with car numbers FURX 840212 and NDYX 515304-516513, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Archer Daniels Midland, Lessee, covering 81 5150 cubic foot covered hopper cars, with car numbers FURX 840212 and NDYX 515304-516513, non-inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
 Tiffany Chase-Morrison
 Manager of Documentation

Enclosures

(ADM020)

ASSGN. NO. ADM020

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of October, 2000, 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 Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No.24 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 2000 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: Richard F. Seymour

By: K. A. Dombrowski

Name: RICHARD F. SEYMOUR

Name: K.A. DOMBROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 11th day of Oct., 2000.

[CORPORATE SEAL]

RECORDATION NO. 21742-A FILED

FEB 27 '01 4-23 PM

STATE OF ILLINOIS

SURFACE TRANSPORTATION BOARD

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 October, 2000.

Susan Grokulskey
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND

By: Randy Neumayer

Name: Randy Neumayer

Title: Senior Vice President-Transportation

ATTEST:

By: Shawn Burham

Name: Shawn Burham

Title: Transportation Analyst Executed on this 2nd day of October, 2000.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Patricia K Kelley, 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 2nd day of October, 2000.

Patricia K Kelley
Notary Public

Commission Expires:

8/25/02
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

I. NUMBER OF CARS: Eighty-one (81)

II. DESCRIPTION OF CARS: 5150 c.f. Covered Hopper cars

IV. CAR NUMBERS:

FURX	840212	NDYX	515333	NDYX	515361	NDYX	516419
NDYX	515304	NDYX	515334	NDYX	515362	NDYX	516421
NDYX	515305	NDYX	515335	NDYX	515363	NDYX	516424
NDYX	515307	NDYX	515336	NDYX	515366	NDYX	516426
NDYX	515310	NDYX	515337	NDYX	515367	NDYX	516427
NDYX	515311	NDYX	515340	NDYX	515368	NDYX	516428
NDYX	515314	NDYX	515342	NDYX	515369	NDYX	516430
NDYX	515315	NDYX	515344	NDYX	515371	NDYX	516431
NDYX	515316	NDYX	515345	NDYX	515374	NDYX	516434
NDYX	515317	NDYX	515346	NDYX	516395	NDYX	516436
NDYX	515318	NDYX	515347	NDYX	516396	NDYX	516437
NDYX	515320	NDYX	515349	NDYX	516403	NDYX	516438
NDYX	515321	NDYX	515353	NDYX	516404	NDYX	516439
NDYX	515323	NDYX	515354	NDYX	516405	NDYX	516440
NDYX	515324	NDYX	515355	NDYX	516408	NDYX	516442
NDYX	515325	NDYX	515356	NDYX	516411	NDYX	516443
NDYX	515327	NDYX	515357	NDYX	516412	NDYX	516444
NDYX	515328	NDYX	515358	NDYX	516414	NDYX	516445
NDYX	515330	NDYX	515359	NDYX	516415	NDYX	516446
NDYX	515332	NDYX	515360	NDYX	516418	NDYX	516449
						NDYX	516513