



First Union Rail Corporation
 NC5811
 One O'Hare Center
 6250 River Road, Suite 5000
 Rosemont, IL 60018-4214
 Tel 847 318-7575
 Fax 847 318-7588

RECORDATION NO. 21742-B FILED

December 27, 2001

VIA UPS 2ND DAY AIR

JAN 02 '02 10-51 AM

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

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 15, 2001, 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:

<p>Lessor: First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: Archer Daniels Midland 4666 Faries Parkway Decatur, IL 62525</p>
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A description of the railroad equipment covered by the enclosed document is nineteen (19) 4750/5150 cubic foot covered hopper cars, with car marks FURX (see Exhibit A for numbers).

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 nineteen (19) 4750/5150 cubic foot covered hopper cars, with car marks FURX (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 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) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky

Susan Grokulsky
 Manager - Documents Administration

Enclosures

(ADM023)

RECORDATION NO. 21742-B FILED

JAN 02 '02 10-51 AM

ASSGN. NO.: ADM023

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of November, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

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. 28 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 4, 2001 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 15th day of Nov., 2001.

[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 15th day of November, 2001.

Susan Grokulska
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumayer

Name: Randy Neumayer

Title: Senior Vice President-Transportation

ATTEST:

By: Kayla L. Jourdan

Name: Kayla L. Jourdan

Title: Administrative Asst.

Executed on this 9th day of November, 2001.

[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 9th day of November, 2001.

Wilson K. Cassell
Notary Public

Commission Expires:

2/29/04
(Notary Public)

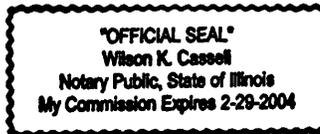


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nineteen (19)

DESCRIPTION OF CARS: Group A - Four (4) 4750 c.f. Covered Hopper cars
Group B - Fifteen (15) 5150 c.f. Covered Hopper cars

CAR NUMBERS: See below:

Group A

FURX	818722
FURX	828805
FURX	829023
FURX	831273

Group B

FURX	850047
FURX	850223
FURX	850246
FURX	850257
FURX	850497
FURX	850779
FURX	850783
FURX	850793
FURX	850837
FURX	850838
FURX	850884
FURX	850888
FURX	851033
FURX	851041
FURX	851056