



First Union Rail Corporation
 NC5811
 Commercial Leasing Group
 One O'Hare Centre
 6250 River Road, Suite 5000
 Rosemont, IL 60018
 Tel 847 318-7575
 847 318-7588

VIA UPS 2nd DAY AIR

September 5, 2002

RECORDATION NO. 21742-C FILED
 SEP 6 '02 11-05 AM
 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 two (2) originals and one (2) copies of a Memorandum of Lease Agreement, dated August 26, 2002, 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: ADM Transportation Company P.O. Box 1470 Decatur, IL 62525
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A description of the railroad equipment covered by the enclosed document is fifteen (15) 5150 cubic foot, covered hopper cars, with FURX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$30.00 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,

Amy Carone
 Manager of Documentation

Enclosures

(ADM027)

ASSGN. NO.: ADM027

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of August, 2002, 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. 33 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2002 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: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

Executed on this 26th day of Aug., 2002.

[CORPORATE SEAL]

RECORDATION NO. 21742-C FILED

SEP 6 '02 11-05 AM

SURFACE TRANSPORTATION BOARD

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 26th day of August, 2002.

Susan Grokulskey
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: Lisa Jones
Name: Lisa Jones
Title: Secretary

Executed on this 21st day of August, 2002.

[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 21st day of August, 2002.

Patricia K Kelley
Notary Public

Commission Expires:

8/25/02
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

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

CAR NUMBERS: See below:

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