



First Union Rail Corporation
 NCS811
 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

RECORDATION NO. 21742-F FILED

JAN 29 '03 1-37 PM

SURFACE TRANSPORTATION BOARD

RECEIVED
 JAN 29 2003
 MAIL
 MANAGEMENT
 STB

January 24, 2003

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 January 6, 2003, 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 Company 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) 4600/4750 cubic foot capacity covered hopper cars, with FURX, NOKL, and PRAX marks (See Exhibit A for 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

(ADM029)

JAN 29 '03 1-37 PM

ASSGN. NO.: ADM029

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of January, 2003, 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. 36 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 18, 2003 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. Damerowski

Name: RICHARD F. SEYMOUR

Name: K.A. DAMEROWSKI

Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION

Executed on this 6th day of January, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

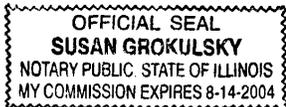
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of January, 2003.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: _____

Name: Craig Huss

Title: President
ADM Transportation Division

ATTEST:

By: Patty Kelley

Name: Patty Kelley

Title: Secretary

Executed on this 31st day of December, 2002.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca Ann Voigt, a Notary Public of the County and State aforesaid, certify that Craig Huss 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 31 day of December, 2002.

Rebecca Ann Voigt
Notary Public

Commission Expires:

5/8/05
(Notary Public)

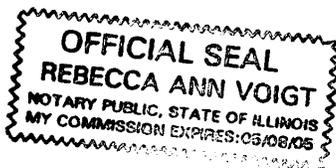


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Nineteen (19)

DESCRIPTION OF CARS: 4600/4750 cubic foot capacity, covered hopper Cars with gravity gates
and trough hatches.

CAR NUMBERS: See below:

FURX 816469
FURX 818603
FURX 818608
FURX 818686
FURX 823104
FURX 825971
NOKL 821976
NOKL 822037
NOKL 822475
NOKL 823567
NOKL 824557
NOKL 830332
NOKL 830516
NOKL 830530
NOKL 832580
NOKL 833249
PRAX 818773
PRAX 823853
PRAX 823872
Count: 19