



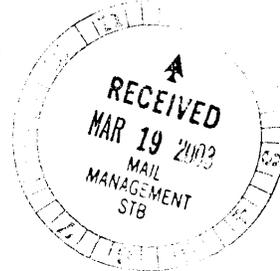
First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
Fax 847 318-7588

RECORDATION NO. 21742-H

7VIA UPS 2<sup>nd</sup> DAY AIR

MAR 20 '03 11-18 AM

SURFACE TRANSPORTATION BOARD



March 17, 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 February 25, 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:

Lessor:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Archer Daniels Midland Company 4666 Faries Parkway Decatur, IL 62525
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A description of the railroad equipment covered by the enclosed document is twelve (12) 4750 cubic foot capacity covered hopper cars, with NOKL 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

(ADM034)

ASSGN. NO.: ADM034

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25<sup>th</sup> day of February, 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. 40 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 29, 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

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: \_\_\_\_\_

Title: DIRECTOR OF DOCUMENTATION Executed on this 25<sup>th</sup> day of February, 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 25<sup>th</sup> day of February, 2003.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



21742-17 FILED

MAR 20 '03 11-18 AM

SURFACE TRANSPORTATION BOARD

**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 18<sup>th</sup> day of February 2003.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macou

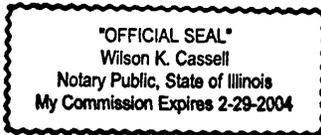
I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18<sup>th</sup> day of February, 2003

Wilson K. Cassell  
Notary Public

Commission Expires:

2/29/04  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twelve (12)

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

CAR NUMBERS: See below:

NOKL 820957  
NOKL 823398  
NOKL 827161  
NOKL 827639  
NOKL 827641  
NOKL 827652  
NOKL 827653  
NOKL 827673  
NOKL 827687  
NOKL 827688  
NOKL 827745  
NOKL 832468  
Count: 12