

RECORDATION NO. 21742-N FILED

JAN 16 '07

3-18 PM

SURFACE TRANSPORTATION BOARD



# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

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

January 11, 2007

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 (1) copy of a Memorandum of Lease Agreement, dated August 3, 2006, 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 Co.  
4666 Faries Parkway  
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is eighteen (18) 4700/4750 cu. ft. covered hopper cars, with NDYX 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 \$34.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

Georgia Freiburger  
Manager of Documentation

Enclosures

(ADM064)

JAN 16 '07

3-18 PM

ASSGN. NO.: ADM064

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of August, 2006 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. 66 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 3, 2006 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: Susan Grokulskey

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

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

Executed on this 3rd day of August, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

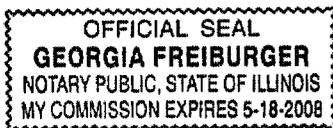
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of August, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



**LESSEE:**

ARCHER DANIELS MIDLAND COMPANY

By: *Randy Newmyer*

Name: \_\_\_\_\_

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

**ATTEST:**

By: \_\_\_\_\_

Name: \_\_\_\_\_

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

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF *Illinois*

COUNTY OF *Mason*

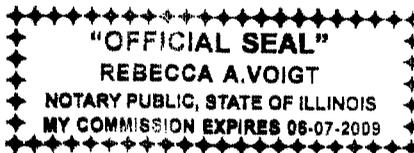
I, *Rebecca A. Voigt*, a Notary Public of the County and State aforesaid, certify that *Randy Newmyer* personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this *26<sup>th</sup>* day of *July*, *2006*.

*Rebecca A. Voigt*  
Notary Public

Commission Expires:

*6-7-09*  
(Notary Public)



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

NUMBER OF CARS: Eighteen (18)

DESCRIPTION OF CARS: 4700/4750 cu. ft. capacity covered hopper cars equipped with gravity outlets and trough hatches and 263 GRL.

CAR NUMBERS:

NDYX 818728  
NDYX 818929  
NDYX 818988  
NDYX 823970  
NDYX 823972  
NDYX 823977  
NDYX 823997  
NDYX 823998  
NDYX 828220  
NDYX 828358  
NDYX 828558  
NDYX 828660  
NDYX 828690  
NDYX 828736  
NDYX 829501  
NDYX 830642  
NDYX 831031  
NDYX 833229