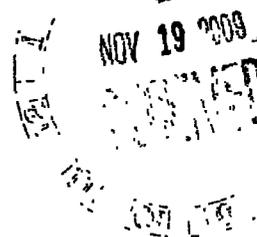


RECORDATION NO. 21742-P FILED

NOV 20 '09

11-15 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

November 17, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E. Street SW, Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

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 October 6, 2009, 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 Surface Transportation Board under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland Co.
and ADM Transportation Company
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is for six (6) 4650/4750 cu. ft. capacity lined covered hopper cars, with FURX and NAHX 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 \$41.00 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) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Marcia Dunne", written over a horizontal line.

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(ADMX002)

ASSGN. NO.: ADMX002

NOV 20 09

11-15 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6th day of October, 2009 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation and ADM Transportation Company ("Co-Lessee").

WITNESSETH:

The undersigned Lessor, Lessee and Co-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. 72 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2009 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: Janice L. Enolva
Name: Janice L. Enolva

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

Title: Manager of Documentation Executed on this 6th day of OCTOBER, 2009.

[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 6th day of October, 2009

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: Randy L. Jess

Name: Randy L. Jess

Title: Director of Plant Management

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca A. Voigt, a Notary Public of the County and State aforesaid, certify that Randy L. Jess 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 28th day of July, 2009

Rebecca A. Voigt
Notary Public

Commission Expires:

6/7/13
(Notary Public)

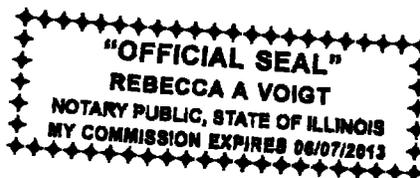


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS:

Four ~~(4)~~ 6

DESCRIPTION OF CARS:

4650/4750 cu. ft. capacity lined covered hopper cars
with gravity pneumatic gates.

CAR NUMBERS:

FURX 833920

FURX 833922

NAHX 479851 to be remarked to FURX 823554

NAHX 479861 to be remarked to FURX 823556

ADD: NAHX 46866 RAL
NAHX 46869