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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

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

November 21, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street S.W., Suite 100  
Washington, DC 20423  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

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 28, 2011, 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.  
4666 Faries Parkway  
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is for thirty-nine (39) hopper cars with FURX and 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 \$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.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(A)M079)

ASSGN. NO.: ADM079

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**MEMORANDUM OF LEASE**

COMMERCIAL TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28<sup>th</sup> day of October, 2011, 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. 81 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2011 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

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

ATTEST:

By: Janice Enolva

Name: Janice Enolva

Title: Manager of Documentation

Executed on this 28<sup>th</sup> day of October, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

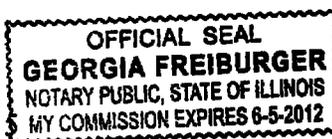
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28<sup>th</sup> day of October, 2011.

Georgia Freiburger  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

ARCHER DANIELS MIDLAND COMPANY

**ATTEST:**

By: Randy L. Jess

Name: Randy L. Jess

Title: Director of Fleet Management

By: Melissa Wright

Name: Melissa Wright

Title: Rail Fleet Administrator

Executed on this 6 day of October, 2011.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca J. Moore, a Notary Public of the County and State aforesaid, certify that RANDY L. JESS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of October, 2011.

Rebecca J. Moore  
Notary Public

Commission Expires:

05/29/2013  
(Notary Public)



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

NUMBER OF CARS:                   Thirty-nine (39)

DESCRIPTION OF CARS:           Covered Hopper Cars.

CAR NUMBERS:

FURX 814217	NDYX 822368
FURX 822334	NDYX 822440
FURX 823667	NDYX 824026
FURX 823812	NDYX 824571
FURX 823820	NDYX 824825
FURX 823822	NDYX 824999
FURX 823824	NDYX 826617
FURX 823835	NDYX 827565
FURX 823839	NDYX 828248
FURX 824126	NDYX 828254
FURX 826769	NDYX 828256
FURX 826954	NDYX 828648
FURX 827897	NDYX 828968
FURX 828357	NDYX 830622
FURX 829807	NDYX 830851
FURX 829855	NDYX 831029
FURX 832088	NDYX 831208
FURX 833237	NDYX 831222
NDYX 819088	NDYX 832487
NDYX 822003	