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October 15, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO. 20971-B FILED

OCT 16 '98

10-25 AM

Dear Janice,

Enclosed is an original plus copies, all notarized. These are Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and

- 1) Consolidated Grain & Barge Company Schedule No. 2 (return 2 copies)
- 2) Consolidated Grain & Barge Company Schedule No. 3 (return 2 copies)
- ✓ 3) Archer Daniels Midland Company (return 1 copy)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

RECORDATION NO. 2097 FILED B

OCT 16 '98

10-25 AM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16TH day of SEPTEMBER, 1998 is made by Archer Daniels Midland Company, a Delaware corporation, with an address at P.O. Box 1470, Decatur, Illinois 62525 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of ^{AUGUST 29, 1997} ~~the date hereof~~ covering the equipment listed on Schedule 05 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: Lawrence Littlefield
Title: Vice President

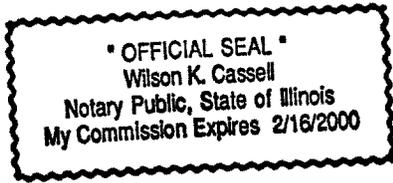
ARCHER DANIELS MIDLAND COMPANY,

By: [Signature]
Name: Randy Neumayer
Title: Vice President-Rail Transportation

STATE OF Illinois
)
COUNTY OF Madison SS:

On this 14th day of September, 1998 before me personally appears Randy Neumayer to me personally known, who by me duly sworn, says that he/she is the Vice President - Rail Transportation of ARCHER DANIELS MIDLAND COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Wilson K. Cassell
Notary Public

[SEAL]

My Commission expires: 2/16/2000

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 16th day of September, 1998 before me personally appears LAWRENCE LITTLEFIELD to me personally known, who by me duly sworn, says that he/~~she~~ is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, ~~1998~~ 2000

Schedule 05

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
100	5150 c.f. capacity covered hopper cars	See Schedule A attached

SCHEDULE A

1	CEFX 10822	26	CEFX 10979	51	CEFX 11006	76	CEFX 11031
2	CEFX 10823	27	CEFX 10980	52	CEFX 11007	77	CEFX 11032
3	CEFX 10825	28	CEFX 10981	53	CEFX 11008	78	CEFX 11033
4	CEFX 10842	29	CEFX 10983	54	CEFX 11009	79	CEFX 11034
5	CEFX 10845	30	CEFX 10984	55	CEFX 11010	80	CEFX 11035
6	CEFX 10849	31	CEFX 10986	56	CEFX 11011	81	CEFX 11036
7	CEFX 10851	32	CEFX 10987	57	CEFX 11012	82	CEFX 11037
8	CEFX 10858	33	CEFX 10988	58	CEFX 11013	83	CEFX 11038
9	CEFX 10932	34	CEFX 10989	59	CEFX 11014	84	CEFX 11039
10	CEFX 10934	35	CEFX 10990	60	CEFX 11015	85	CEFX 11040
11	CEFX 10941	36	CEFX 10991	61	CEFX 11016	86	CEFX 11041
12	CEFX 10952	37	CEFX 10992	62	CEFX 11017	87	CEFX 11042
13	CEFX 10959	38	CEFX 10993	63	CEFX 11018	88	CEFX 11043
14	CEFX 10963	39	CEFX 10994	64	CEFX 11019	89	CEFX 11044
15	CEFX 10965	40	CEFX 10995	65	CEFX 11020	90	CEFX 11045
16	CEFX 10967	41	CEFX 10996	66	CEFX 11021	91	CEFX 11049
17	CEFX 10969	42	CEFX 10997	67	CEFX 11022	92	CEFX 11050
18	CEFX 10970	43	CEFX 10998	68	CEFX 11023	93	CEFX 11055
19	CEFX 10972	44	CEFX 10999	69	CEFX 11024	94	CEFX 11046
20	CEFX 10973	45	CEFX 11000	70	CEFX 11025	95	CEFX 11048
21	CEFX 10974	46	CEFX 11001	71	CEFX 11026	96	CEFX 11052
22	CEFX 10975	47	CEFX 11002	72	CEFX 11027	97	CEFX 11053
23	CEFX 10976	48	CEFX 11003	73	CEFX 11028	98	CEFX 11056
24	CEFX 10977	49	CEFX 11004	74	CEFX 11029	99	CEFX 11057
25	CEFX 10978	50	CEFX 11005	75	CEFX 11030	100	CEFX 11058