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October 23, 2000

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. 20972-L FILED

OCT 25 '00 11-39 AM

TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 15, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: ARCHER DANIELS MIDLAND CO
P.O. BOX 1470
DECATUR, IL 62525

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: ARCHER DANIELS MIDLAND CO covering 50 5230 C.F. covered hopper railcars with reporting marks and numbers - CEFX 75200-75398, not inclusive

Please file this memorandum as a secondary document to Recordation # 20972A and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of August, 2000, is made by 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 ARCHER DANIELS MIDLAND CO., a Delaware corporation, with an address at P.O. Box 1470, Decatur, IL 62525 (the "Lessee" and, together with the Lessor, 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 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface transportation Board on August 28, 1998 as recordation number 20972A.

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President - Operations

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND CO.

By: Randy Neumayer
Name: Randy Neumayer
Title: Senior Vice President-Transportation

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
50

Equipment Description
5230 c.f. p.d. covered
hopper cars

Reporting Marks and Numbers
Listed below

CEFX 75200	CEFX 75243
CEFX 75201	CEFX 75245
CEFX 75202	CEFX 75247
CEFX 75205	CEFX 75249
CEFX 75207	CEFX 75250
CEFX 75208	CEFX 75251
CEFX 75211	CEFX 75253
CEFX 75214	CEFX 75274
CEFX 75215	CEFX 75275
CEFX 75216	CEFX 75276
CEFX 75217	CEFX 75302
CEFX 75218	CEFX 75303
CEFX 75219	CEFX 75329
CEFX 75220	CEFX 75331
CEFX 75222	CEFX 75332
CEFX 75223	CEFX 75334
CEFX 75224	CEFX 75335
CEFX 75225	CEFX 75336
CEFX 75226	CEFX 75337
CEFX 75229	CEFX 75338
CEFX 75231	CEFX 75342
CEFX 75232	CEFX 75343
CEFX 75238	CEFX 75345
CEFX 75239	CEFX 75370
CEFX 75241	CEFX 75398