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November 10, 2000

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

RECORDATION NO. **20972-N** FILED

NOV 15 '00 8-18 AM

TS

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 13, 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 COMPANY
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 COMPANY covering (40) 4650 c.f. covered hopper cars with gravity gates and trough hatches with reporting marks and numbers: **SEE ATTACHED LIST**

Please file this memorandum, as a secondary document to Recordation # 20972 recorded October 28, 1997, with the Surface Transportation Board 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
Enclosure/sll

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of September, 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 COMPANY, 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 October 28, 1997 as recordation number 20972.

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 Stralich
Name: Catherine Stralich
Title: Vice President - Operations

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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 COMPANY

By: ADM
Name: Randy Newman
Title: Senior Vice President-Transportation



Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
40	4650 c.f. covered hopper cars with gravity gates and trough hatches	Listed below
		CEFX 17536
		CEFX 17538
		CEFX 17542
		CEFX 17544
		CEFX 17551
		CEFX 17563
		CEFX 17567
		CEFX 17574
		CEFX 17576
		CEFX 17577
		CEFX 17579
		CEFX 17581
		CEFX 17592
		CEFX 17595
		CEFX 17602
		CEFX 17607
		CEFX 17609
		CEFX 17615
		CEFX 17618
		CEFX 17625
		CEFX 17629
		CEFX 17653
		CEFX 17662
		CEFX 17671
		CEFX 152742
		CEFX 152746
		CEFX 152747
		CEFX 152749
		CEFX 152752
		CEFX 152759
		CEFX 152761
		CEFX 152766
		CEFX 152767
		CEFX 152775
		CEFX 152776
		CEFX 152783
		CEFX 152785
		CEFX 152786
		CEFX 152770
		CEFX 152787