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January 4, 2001

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

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 3, 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 247 covered hopper railcars with reporting marks and numbers - CEFX 15002-152728, GACX 4382-4433, GRPX 944008-944556, NOT INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #20972 dated 10/28/97 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

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FORM OF MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5 day of January 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, Illinois 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 ~~Exhibit A~~ hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as No. 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 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 COMPANY

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



Schedule A

Quantity
247

Equipment Description
4750 c.f. covered hopper cars
with gravity outlet gates and
trough hatches

Car Marks and Numbers
Listed below

Mark	Number	Mark	Number	Mark	Number
1	CEFX 15002	51	CEFX 15314	101	CEFX 15726
2	CEFX 15004	52	CEFX 15321	102	CEFX 15728
3	CEFX 15005	53	CEFX 15347	103	CEFX 15731
4	CEFX 15009	54	CEFX 15348	104	CEFX 15735
5	CEFX 15012	55	CEFX 15357	105	CEFX 15737
6	CEFX 15014	56	CEFX 15361	106	CEFX 15742
7	CEFX 15016	57	CEFX 15365	107	CEFX 15743
8	CEFX 15020	58	CEFX 15374	108	CEFX 15748
9	CEFX 15021	59	CEFX 15381	109	CEFX 15749
10	CEFX 15024	60	CEFX 15408	110	CEFX 15750
11	CEFX 15030	61	CEFX 15410	111	CEFX 15753
12	CEFX 15037	62	CEFX 15411	112	CEFX 15755
13	CEFX 15038	63	CEFX 15421	113	CEFX 15759
14	CEFX 15039	64	CEFX 15425	114	CEFX 151755
15	CEFX 15041	65	CEFX 15427	115	CEFX 151759
16	CEFX 15044	66	CEFX 15430	116	CEFX 151813
17	CEFX 15045	67	CEFX 15433	117	CEFX 151876
18	CEFX 15047	68	CEFX 15438	118	CEFX 151877
19	CEFX 15048	69	CEFX 15443	119	CEFX 151880
20	CEFX 15049	70	CEFX 15444	120	CEFX 151881
21	CEFX 15051	71	CEFX 15446	121	CEFX 151885
22	CEFX 15052	72	CEFX 15455	122	CEFX 151887
23	CEFX 15057	73	CEFX 15462	123	CEFX 151888
24	CEFX 15058	74	CEFX 15649	124	CEFX 151892
25	CEFX 15059	75	CEFX 15651	125	CEFX 151894
26	CEFX 15061	76	CEFX 15654	126	CEFX 151896
27	CEFX 15062	77	CEFX 15655	127	CEFX 151898
28	CEFX 15063	78	CEFX 15656	128	CEFX 151901
29	CEFX 15064	79	CEFX 15658	129	CEFX 151902
30	CEFX 15071	80	CEFX 15661	130	CEFX 151904
31	CEFX 15076	81	CEFX 15667	131	CEFX 151906
32	CEFX 15077	82	CEFX 15668	132	CEFX 151907
33	CEFX 15078	83	CEFX 15671	133	CEFX 151908
34	CEFX 15090	84	CEFX 15674	134	CEFX 151910
35	CEFX 15094	85	CEFX 15678	135	CEFX 151913
36	CEFX 15095	86	CEFX 15682	136	CEFX 151915
37	CEFX 15097	87	CEFX 15683	137	CEFX 151916
38	CEFX 15099	88	CEFX 15687	138	CEFX 151918
39	CEFX 15139	89	CEFX 15689	139	CEFX 151921
40	CEFX 15162	90	CEFX 15690	140	CEFX 151922
41	CEFX 15200	91	CEFX 15691	141	CEFX 151926
42	CEFX 15221	92	CEFX 15695	142	CEFX 151929
43	CEFX 15245	93	CEFX 15697	143	CEFX 151930
44	CEFX 15256	94	CEFX 15700	144	CEFX 151932
45	CEFX 15281	95	CEFX 15702	145	CEFX 151935
46	CEFX 15282	96	CEFX 15705	146	CEFX 151937
47	CEFX 15283	97	CEFX 15711	147	CEFX 151942
48	CEFX 15288	98	CEFX 15717	148	CEFX 151943
49	CEFX 15295	99	CEFX 15719	149	CEFX 151944
50	CEFX 15300	100	CEFX 15722	150	CEFX 151946

Schedule A

	Mark	Number		Mark	Number		Mark	Number
151	CEFX	151949	183	GRPX	944068	215	GRPX	944388
152	CEFX	151950	184	GRPX	944084	216	GRPX	944403
153	CEFX	151951	185	GRPX	944088	217	GRPX	944405
154	CEFX	151952	186	GRPX	944092	218	GRPX	944408
155	CEFX	151954	187	GRPX	944094	219	GRPX	944422
156	CEFX	151969	188	GRPX	944113	220	GRPX	944435
157	CEFX	151970	189	GRPX	944114	221	GRPX	944436
158	CEFX	151976	190	GRPX	944115	222	GRPX	944441
159	CEFX	151977	191	GRPX	944142	223	GRPX	944442
160	CEFX	151983	192	GRPX	944175	224	GRPX	944452
161	CEFX	151987	193	GRPX	944182	225	GRPX	944454
162	CEFX	152246	194	GRPX	944184	226	GRPX	944464
163	CEFX	152251	195	GRPX	944200	227	GRPX	944479
164	CEFX	152300	196	GRPX	944217	228	GRPX	944484
165	CEFX	152315	197	GRPX	944225	229	GRPX	944491
166	CEFX	152352	198	GRPX	944233	230	GRPX	944496
167	CEFX	152359	199	GRPX	944236	231	GRPX	944508
168	CEFX	152485	200	GRPX	944252	232	GRPX	944516
169	CEFX	152500	201	GRPX	944257	233	GRPX	944526
170	CEFX	152501	202	GRPX	944265	234	GRPX	944529
171	CEFX	152721	203	GRPX	944266	235	GRPX	944532
172	CEFX	152722	204	GRPX	944275	236	GRPX	944553
173	CEFX	152728	205	GRPX	944284	237	GRPX	944559
174	GACX	4382	206	GRPX	944289	238	GRPX	944566
175	GACX	4410	207	GRPX	944294	239	GRPX	944574
176	GACX	4433	208	GRPX	944301	240	GRPX	944576
177	GRPX	944008	209	GRPX	944314	241	GRPX	944582
178	GRPX	944013	210	GRPX	944338	242	GRPX	944587
179	GRPX	944019	211	GRPX	944350	243	GRPX	944590
180	GRPX	944023	212	GRPX	944353	244	GRPX	944592
181	GRPX	944030	213	GRPX	944374	245	GRPX	944599
182	GRPX	944067	214	GRPX	944383	246	GRPX	944596
						247	GRPX	944556