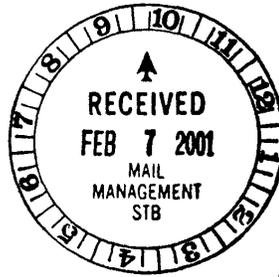




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RECORDATION NO. 20972-B FILED

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TO
SURFACE TRANSPORTATION BOARD

February 6, 2001

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

Dear Taledia,

Enclosed are (2) originals of the **Memorandum of Railcar Lease** dated as of November 1, 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
4666 Faries Parkway, 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 (15) covered hopper railcars with reporting marks and numbers – CEFX 15392 (Not Inclusive) and GRPX-944083(Not Inclusive).

Please file this memorandum as a Secondary document to Recordation #20972 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) 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
Administrative Assistant

Enclosure/RJH/sll



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January 19, 2001

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

RECORDATION NO. 20972-B FILED
FEB 7 '01 3-35 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 1, 2000 between the following parties:

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

Lessee: ARCHER DANIELS MIDLAND COMPANY
4666 Faries Parkway, 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 (15) covered hopper railcars with reporting marks and numbers – CEFX 15392(Not Inclusive and GRPX-944083(Not incusive).

Please file this memorandum as a PRIMARY document 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. 20100

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey
New Business/Research Coordinator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of November, 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 4666 Faries Parkway, 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: *Richard P. Latini*
Name: RICHARD P. LATINI
Title: Member, Board

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: *Kevin Kusa*
Name: _____
Title: President
ADM Transportation Division

RECORDATION NO. 20972-R FILED
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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
15

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

Car Marks & Numbers
Listed below

	<u>Mark</u>	<u>Number</u>
1	CEFX	15392
2	CEFX	15713
3	CEFX	15716
4	GACX	4414
5	GRPX	944083
6	GRPX	944177
7	GRPX	944209
8	GRPX	944213
9	GRPX	944215
10	GRPX	944224
11	GRPX	944267
12	GRPX	944366
13	GRPX	944480
14	GRPX	944513
15	GRPX	944569