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SURFACE TRANSPORTATION BOARD

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February 7, 2003

Barbara Sadler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 10, 2002 between the following parties:

Names and address of 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, 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 320 hopper cars with reporting marks and numbers CEFX 10000 – CEFX 12626, **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 thirty dollars ($30.00) 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

Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of December, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at 4666 Faries Parkway, 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 28, 1997 and given Recordation Number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, 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.

20972-CC

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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

Number of Cars	Equipment Description
320	5,150 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	10000	53	CEFX	10238	105	CEFX	10316
2	CEFX	10003	54	CEFX	10241	106	CEFX	10320
3	CEFX	10004	55	CEFX	10242	107	CEFX	10322
4	CEFX	10007	56	CEFX	10243	108	CEFX	10326
5	CEFX	10013	57	CEFX	10244	109	CEFX	10328
6	CEFX	10015	58	CEFX	10245	110	CEFX	10329
7	CEFX	10017	59	CEFX	10246	111	CEFX	10331
8	CEFX	10018	60	CEFX	10247	112	CEFX	10332
9	CEFX	10019	61	CEFX	10248	113	CEFX	10334
10	CEFX	10021	62	CEFX	10249	114	CEFX	10335
11	CEFX	10025	63	CEFX	10250	115	CEFX	10337
12	CEFX	10026	64	CEFX	10251	116	CEFX	10338
13	CEFX	10027	65	CEFX	10252	117	CEFX	10342
14	CEFX	10028	66	CEFX	10253	118	CEFX	10344
15	CEFX	10029	67	CEFX	10254	119	CEFX	10345
16	CEFX	10031	68	CEFX	10255	120	CEFX	10346
17	CEFX	10032	69	CEFX	10256	121	CEFX	10347
18	CEFX	10033	70	CEFX	10257	122	CEFX	10348
19	CEFX	10038	71	CEFX	10258	123	CEFX	10349
20	CEFX	10039	72	CEFX	10259	124	CEFX	10350
21	CEFX	10040	73	CEFX	10260	125	CEFX	10351
22	CEFX	10041	74	CEFX	10261	126	CEFX	10353
23	CEFX	10043	75	CEFX	10262	127	CEFX	10354
24	CEFX	10044	76	CEFX	10263	128	CEFX	10356
25	CEFX	10048	77	CEFX	10264	129	CEFX	10357
26	CEFX	10050	78	CEFX	10265	130	CEFX	10358
27	CEFX	10052	79	CEFX	10266	131	CEFX	10359
28	CEFX	10053	80	CEFX	10268	132	CEFX	10360
29	CEFX	10054	81	CEFX	10269	133	CEFX	10362
30	CEFX	10210	82	CEFX	10270	134	CEFX	10364
31	CEFX	10212	83	CEFX	10271	135	CEFX	10365
32	CEFX	10213	84	CEFX	10272	136	CEFX	10367
33	CEFX	10215	85	CEFX	10273	137	CEFX	10370
34	CEFX	10216	86	CEFX	10277	138	CEFX	10371
35	CEFX	10217	87	CEFX	10278	139	CEFX	10372
36	CEFX	10218	88	CEFX	10280	140	CEFX	10373
37	CEFX	10219	89	CEFX	10281	141	CEFX	10374
38	CEFX	10220	90	CEFX	10282	142	CEFX	10376
39	CEFX	10221	91	CEFX	10283	143	CEFX	10377
40	CEFX	10222	92	CEFX	10284	144	CEFX	10379
41	CEFX	10223	93	CEFX	10301	145	CEFX	10381
42	CEFX	10224	94	CEFX	10302	146	CEFX	10382
43	CEFX	10225	95	CEFX	10303	147	CEFX	10383
44	CEFX	10226	96	CEFX	10304	148	CEFX	10384
45	CEFX	10227	97	CEFX	10306	149	CEFX	10386
46	CEFX	10228	98	CEFX	10307	150	CEFX	10387
47	CEFX	10229	99	CEFX	10308	151	CEFX	10389
48	CEFX	10230	100	CEFX	10310	152	CEFX	10390
49	CEFX	10231	101	CEFX	10311	153	CEFX	10391
50	CEFX	10232	102	CEFX	10312	154	CEFX	10392
51	CEFX	10233	103	CEFX	10314	155	CEFX	10393
52	CEFX	10237	104	CEFX	10315	156	CEFX	10394

Schedule A

Number of Cars	Equipment Description
320	5,150 C.F. covered hopper car with gravity gates and trough hatches

157	CEFX	10395	209	CEFX	10474	261	CEFX	10624
158	CEFX	10396	210	CEFX	10475	262	CEFX	10626
159	CEFX	10397	211	CEFX	10476	263	CEFX	10627
160	CEFX	10398	212	CEFX	10477	264	CEFX	10628
161	CEFX	10399	213	CEFX	10478	265	CEFX	10629
162	CEFX	10400	214	CEFX	10479	266	CEFX	10630
163	CEFX	10401	215	CEFX	10481	267	CEFX	10631
164	CEFX	10402	216	CEFX	10529	268	CEFX	10632
165	CEFX	10403	217	CEFX	10544	269	CEFX	10633
166	CEFX	10409	218	CEFX	10549	270	CEFX	10634
167	CEFX	10411	219	CEFX	10550	271	CEFX	10635
168	CEFX	10413	220	CEFX	10552	272	CEFX	10636
169	CEFX	10414	221	CEFX	10553	273	CEFX	10637
170	CEFX	10415	222	CEFX	10555	274	CEFX	10638
171	CEFX	10416	223	CEFX	10558	275	CEFX	10639
172	CEFX	10417	224	CEFX	10559	276	CEFX	10640
173	CEFX	10423	225	CEFX	10563	277	CEFX	10641
174	CEFX	10427	226	CEFX	10566	278	CEFX	10642
175	CEFX	10429	227	CEFX	10572	279	CEFX	10643
176	CEFX	10430	228	CEFX	10573	280	CEFX	10644
177	CEFX	10431	229	CEFX	10577	281	CEFX	10645
178	CEFX	10432	230	CEFX	10578	282	CEFX	10646
179	CEFX	10433	231	CEFX	10580	283	CEFX	10647
180	CEFX	10434	232	CEFX	10581	284	CEFX	10648
181	CEFX	10435	233	CEFX	10583	285	CEFX	10649
182	CEFX	10436	234	CEFX	10584	286	CEFX	10650
183	CEFX	10437	235	CEFX	10585	287	CEFX	10651
184	CEFX	10438	236	CEFX	10587	288	CEFX	10652
185	CEFX	10439	237	CEFX	10589	289	CEFX	10653
186	CEFX	10440	238	CEFX	10591	290	CEFX	10654
187	CEFX	10441	239	CEFX	10594	291	CEFX	10655
188	CEFX	10442	240	CEFX	10595	292	CEFX	10657
189	CEFX	10443	241	CEFX	10598	293	CEFX	10659
190	CEFX	10444	242	CEFX	10599	294	CEFX	10662
191	CEFX	10445	243	CEFX	10601	295	CEFX	10664
192	CEFX	10446	244	CEFX	10602	296	CEFX	10669
193	CEFX	10447	245	CEFX	10604	297	CEFX	10670
194	CEFX	10448	246	CEFX	10607	298	CEFX	10671
195	CEFX	10449	247	CEFX	10609	299	CEFX	10672
196	CEFX	10450	248	CEFX	10611	300	CEFX	10673
197	CEFX	10451	249	CEFX	10612	301	CEFX	10674
198	CEFX	10452	250	CEFX	10613	302	CEFX	10675
199	CEFX	10453	251	CEFX	10614	303	CEFX	10676
200	CEFX	10454	252	CEFX	10615	304	CEFX	10677
201	CEFX	10455	253	CEFX	10616	305	CEFX	10678
202	CEFX	10456	254	CEFX	10617	306	CEFX	10679
203	CEFX	10467	255	CEFX	10618	307	CEFX	10680
204	CEFX	10469	256	CEFX	10619	308	CEFX	10681
205	CEFX	10470	257	CEFX	10620	309	CEFX	10683
206	CEFX	10471	258	CEFX	10621	310	CEFX	10684
207	CEFX	10472	259	CEFX	10622	311	CEFX	10685
208	CEFX	10473	260	CEFX	10623	312	CEFX	10686

Schedule A

Number of Cars	Equipment Description
320	5,150 C.F. covered hopper car with gravity gates and trough hatches

313	CEFX	10687
314	CEFX	10688
315	CEFX	10689
316	CEFX	11223
317	CEFX	11224
318	CEFX	11225
319	CEFX	12577
320	CEFX	12626