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RECORDATION NO. 26972-44 FILED

RE

NOV 17 '03 10:37 AM

SURFACE TRANSPORTATION BOARD



November 13, 2003

Barbara Saddler
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 January 27, 2003 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 155 coal hoppers with reporting marks and numbers – CEFX 10837 – 13609, 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



LexisNexis™

Research Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27th day of January, 2003, 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 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 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.

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

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NOV 17 '03 10:37 AM

SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

155 5,150 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	10837	53	CEFX	11963	105	CEFX	12704
2	CEFX	10883	54	CEFX	11964	106	CEFX	12706
3	CEFX	10915	55	CEFX	11965	107	CEFX	12710
4	CEFX	10928	56	CEFX	11966	108	CEFX	12712
5	CEFX	11912	57	CEFX	11967	109	CEFX	12714
6	CEFX	11913	58	CEFX	11968	110	CEFX	12725
7	CEFX	11914	59	CEFX	11969	111	CEFX	12729
8	CEFX	11915	60	CEFX	11970	112	CEFX	12735
9	CEFX	11916	61	CEFX	11971	113	CEFX	12745
10	CEFX	11917	62	CEFX	11972	114	CEFX	12751
11	CEFX	11918	63	CEFX	11973	115	CEFX	12756
12	CEFX	11919	64	CEFX	11974	116	CEFX	12762
13	CEFX	11920	65	CEFX	11975	117	CEFX	12765
14	CEFX	11921	66	CEFX	12144	118	CEFX	12774
15	CEFX	11922	67	CEFX	12201	119	CEFX	12778
16	CEFX	11923	68	CEFX	12270	120	CEFX	12779
17	CEFX	11924	69	CEFX	12285	121	CEFX	12782
18	CEFX	11925	70	CEFX	12316	122	CEFX	12787
19	CEFX	11926	71	CEFX	12346	123	CEFX	12793
20	CEFX	11928	72	CEFX	12546	124	CEFX	12798
21	CEFX	11929	73	CEFX	12547	125	CEFX	12799
22	CEFX	11930	74	CEFX	12552	126	CEFX	12811
23	CEFX	11931	75	CEFX	12561	127	CEFX	12812
24	CEFX	11932	76	CEFX	12565	128	CEFX	12819
25	CEFX	11933	77	CEFX	12571	129	CEFX	12833
26	CEFX	11934	78	CEFX	12584	130	CEFX	12834
27	CEFX	11935	79	CEFX	12587	131	CEFX	12835
28	CEFX	11936	80	CEFX	12590	132	CEFX	12846
29	CEFX	11937	81	CEFX	12598	133	CEFX	13073
30	CEFX	11938	82	CEFX	12599	134	CEFX	13074
31	CEFX	11939	83	CEFX	12603	135	CEFX	13075
32	CEFX	11940	84	CEFX	12617	136	CEFX	13080
33	CEFX	11941	85	CEFX	12625	137	CEFX	13081
34	CEFX	11942	86	CEFX	12634	138	CEFX	13082
35	CEFX	11943	87	CEFX	12642	139	CEFX	13083
36	CEFX	11944	88	CEFX	12646	140	CEFX	13084
37	CEFX	11945	89	CEFX	12648	141	CEFX	13085
38	CEFX	11946	90	CEFX	12655	142	CEFX	13086
39	CEFX	11947	91	CEFX	12657	143	CEFX	13087
40	CEFX	11948	92	CEFX	12666	144	CEFX	13088
41	CEFX	11949	93	CEFX	12668	145	CEFX	13089
42	CEFX	11951	94	CEFX	12671	146	CEFX	13094
43	CEFX	11952	95	CEFX	12672	147	CEFX	13098
44	CEFX	11953	96	CEFX	12677	148	CEFX	13102
45	CEFX	11954	97	CEFX	12681	149	CEFX	13184
46	CEFX	11956	98	CEFX	12682	150	CEFX	13512
47	CEFX	11957	99	CEFX	12686	151	CEFX	13555
48	CEFX	11958	100	CEFX	12693	152	CEFX	13606
49	CEFX	11959	101	CEFX	12694	153	CEFX	13607
50	CEFX	11960	102	CEFX	12697	154	CEFX	13608
51	CEFX	11961	103	CEFX	12699	155	CEFX	13609
52	CEFX	11962	104	CEFX	12700			