CORPORATION SERVICE COMPANY®

RECORDATION NO. 25442 FILED

FEB 07 '05 11-20 AM

SURFACE TRANSPORTATION BOARD

FEB 7 2005

February 4, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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Washington D.C. 20423
(202) 565-1656
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saddlerb@stb.dot.gov

RE: 141190-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 3, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**
4666 Faries Parkway, PO 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 150 hopper cars with reporting marks and numbers: ADMX 635968 – ADMX 636119 - INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars ($32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3rd day of September, 2004, 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 September 4, 1997 covering the equipment listed on Schedule A hereto (the "Equipment").

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: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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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: Randy Neuman
Name:
Title:

Schedule A

Number of Cars	Equipment Description
150	6,351 covered hopper car - 109 ton quad hopper

1	ADMX	635968
2	ADMX	635969
3	ADMX	635970
4	ADMX	635971
5	ADMX	635972
6	ADMX	635973
7	ADMX	635974
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9	ADMX	635976
10	ADMX	635977
11	ADMX	635978
12	ADMX	635979
13	ADMX	635980
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16	ADMX	635983
17	ADMX	635984
18	ADMX	635985
19	ADMX	635986
20	ADMX	635987
21	ADMX	635989
22	ADMX	635990
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24	ADMX	635992
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31	ADMX	635999
32	ADMX	636000
33	ADMX	636002
34	ADMX	636003
35	ADMX	636004
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51	ADMX	636020
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150	ADMX	636119