



CORPORATION SERVICE COMPANY

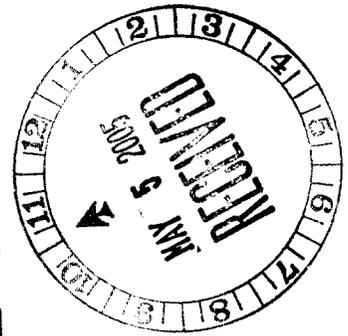
May 3, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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RECORDATION NO. 25442-A FILED

MAY 05 '05

4-53 PM



SURFACE TRANSPORTATION BOARD

RE: 143371-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 15, 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 120 covered hopper cars with reporting marks and numbers –ADMX 635988 – ADMX 636237 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25442 dated 02/07/2005 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two 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
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of November, 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on February 7, 2005 and given Recordation Number 25442

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: Joseph J. Marlow
Name: _____
Title: _____

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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: Kathy Newray
Name: _____
Title: _____

Schedule A

Number of Cars

Equipment Description

120 6,351 covered hopper car - 109 ton quad hopper

1	ADMX	635988	53	ADMX	636170	105	ADMX	636222
2	ADMX	636001	54	ADMX	636171	106	ADMX	636223
3	ADMX	636120	55	ADMX	636172	107	ADMX	636224
4	ADMX	636121	56	ADMX	636173	108	ADMX	636225
5	ADMX	636122	57	ADMX	636174	109	ADMX	636226
6	ADMX	636123	58	ADMX	636175	110	ADMX	636227
7	ADMX	636124	59	ADMX	636176	111	ADMX	636228
8	ADMX	636125	60	ADMX	636177	112	ADMX	636229
9	ADMX	636126	61	ADMX	636178	113	ADMX	636230
10	ADMX	636127	62	ADMX	636179	114	ADMX	636231
11	ADMX	636128	63	ADMX	636180	115	ADMX	636232
12	ADMX	636129	64	ADMX	636181	116	ADMX	636233
13	ADMX	636130	65	ADMX	636182	117	ADMX	636234
14	ADMX	636131	66	ADMX	636183	118	ADMX	636235
15	ADMX	636132	67	ADMX	636184	119	ADMX	636236
16	ADMX	636133	68	ADMX	636185	120	ADMX	636237
17	ADMX	636134	69	ADMX	636186			
18	ADMX	636135	70	ADMX	636187			
19	ADMX	636136	71	ADMX	636188			
20	ADMX	636137	72	ADMX	636189			
21	ADMX	636138	73	ADMX	636190			
22	ADMX	636139	74	ADMX	636191			
23	ADMX	636140	75	ADMX	636192			
24	ADMX	636141	76	ADMX	636193			
25	ADMX	636142	77	ADMX	636194			
26	ADMX	636143	78	ADMX	636195			
27	ADMX	636144	79	ADMX	636196			
28	ADMX	636145	80	ADMX	636197			
29	ADMX	636146	81	ADMX	636198			
30	ADMX	636147	82	ADMX	636199			
31	ADMX	636148	83	ADMX	636200			
32	ADMX	636149	84	ADMX	636201			
33	ADMX	636150	85	ADMX	636202			
34	ADMX	636151	86	ADMX	636203			
35	ADMX	636152	87	ADMX	636204			
36	ADMX	636153	88	ADMX	636205			
37	ADMX	636154	89	ADMX	636206			
38	ADMX	636155	90	ADMX	636207			
39	ADMX	636156	91	ADMX	636208			
40	ADMX	636157	92	ADMX	636209			
41	ADMX	636158	93	ADMX	636210			
42	ADMX	636159	94	ADMX	636211			
43	ADMX	636160	95	ADMX	636212			
44	ADMX	636161	96	ADMX	636213			
45	ADMX	636162	97	ADMX	636214			
46	ADMX	636163	98	ADMX	636215			
47	ADMX	636164	99	ADMX	636216			
48	ADMX	636165	100	ADMX	636217			
49	ADMX	636166	101	ADMX	636218			
50	ADMX	636167	102	ADMX	636219			
51	ADMX	636168	103	ADMX	636220			
52	ADMX	636169	104	ADMX	636221			