



CORPORATION SERVICE COMPANY

RECORDATION NO. 20972-PP FILED

AUG 10 '06

2-29 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield Il 62703

1-800-927-9801 Ext 3813  
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea Ext 3813

Date: August 9, 2006

Order#: 299397/005

Re: NCUX50022-NCUX50260 ARCHER DANIELS MIDLAND COMPANY

Please process the enclosed documents for the service indicated below.

SECONDARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 08/18/06  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgment to my attention.  
Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1 day of JUNE, 2006, 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 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: William P. O'Brien  
Name: William P. O'Brien  
Title: 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 Neumayer  
Name: Randy Neumayer  
Title: Senior Vice President-Transportation

# Schedule A

## Number of Cars

## Equipment Description

42 5,125 Power Flow One Car - 286 - lined

1	NCUX	50022
2	NCUX	50148
3	NCUX	50149
4	NCUX	50153
5	NCUX	50155
6	NCUX	50161
7	NCUX	50163
8	NCUX	50164
9	NCUX	50167
10	NCUX	50168
11	NCUX	50169
12	NCUX	50170
13	NCUX	50171
14	NCUX	50172
15	NCUX	50175
16	NCUX	50178
17	NCUX	50186
18	NCUX	50187
19	NCUX	50192
20	NCUX	50201
21	NCUX	50208
22	NCUX	50209
23	NCUX	50212
24	NCUX	50216
25	NCUX	50221
26	NCUX	50223
27	NCUX	50225
28	NCUX	50226
29	NCUX	50228
30	NCUX	50231
31	NCUX	50239
32	NCUX	50241
33	NCUX	50243
34	NCUX	50247
35	NCUX	50248
36	NCUX	50251
37	NCUX	50253
38	NCUX	50256
39	NCUX	50257
40	NCUX	50258
41	NCUX	50259
42	NCUX	50260