

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575

VIA FEDERAL EXPRESS



April 2, 1999

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22098 FILED  
APR 5 '99 11-30AM

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 29, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: The Andersons  
P.O. Box 119  
Maumee, OH 43537

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase  
Manager of Documentation

Enclosures

(ANDE012)

22098

EXHIBIT A  
to  
RIDER NO. 1

RECORDATION NO. FILED  
APR 5 '99 11-30AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28th day of November, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Andersons, Inc. ("Lessee"), a OHIO corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of November 29, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 29, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard T. Seymour  
Name: RICHARD T. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 9th day of March, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of March, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

THE ANDERSONS, INC.

ATTEST:

By: Amy Boyer  
Name: Amy Boyer  
Title: RCM Associate

By: Rasesh H. Shah  
Name: RASESH H. SHAH  
Title: VP & GM MFG DIVISION

Executed on this 9 day of MARCH, 1999.

[CORPORATE SEAL]

STATE OF OHIO

COUNTY OF LUCKAS

I, R. Thomas Connolly, a Notary Public of the County and State aforesaid, certify that Rasesh H. Shah personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of MARCH, 1999.

R. Thomas Connolly  
Notary Public

My Commission Expires:

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(Notary Public)

R. Thomas Connolly  
Notary Public, State of Ohio  
My Commission Expires 1-13-2002

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

One (1) Unitemp Tank Car

Car Number:

GROX 2051