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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 24620 FILED

SEP 30 '03 3-21 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 30, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 31, 2003, 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:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Cenex Harvest States Cooperatives 5600 Cenex Drive Inver Grove Heights, Minnesota 55077

Mr. Vernon A. Williams
September 30, 2003
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A description of the railroad equipment covered by the enclosed document is:

75 covered hopper cars within the series AEX 7154 - AEX 7418 as more particularly set forth in the equipment schedule attached to the document.

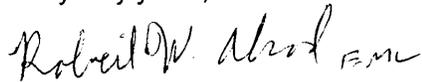
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Robert W. Alvord". To the right of the signature, the initials "R.W." are written in a smaller, simpler font.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 31st day of January, 2003, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Cenex Harvest States Cooperatives, a Minnesota corporation, having its principal place of business at 5600 Cenex Drive, Inver Grove Heights, MN 55077 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of December 1, 2000 (the "Master Lease"), and **Rider #200001-HSCR4** dated as of January 21, 2003 (the "Assigned Schedule"), whereby Lessor leases to Lessee seventy five (75) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the period of ~~sixty (60)~~ ⁽¹²⁰⁾ months commencing October 1, 2003.
2. Lessee has no option to purchase Railcars.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:
THE ANDERSONS, INC.

By: Rasesh H. Shah

Title: President, Rail Group

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SURFACE TRANSPORTATION BOARD

STATE OF Ohio)
) SS:
COUNTY OF Lucas)

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 5th day of May, 2003.

R. Thomas Connolly
Notary Public
My Commission Expires:

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 1-13-2007

EXHIBIT A
Cenex Harvest States Cooperatives
Rider 200001-HSCR4
 Car Description
 5700 Covered Hopper

	Car Number	
1	AEX	7154
2	AEX	7161
3	AEX	7163
4	AEX	7165
5	AEX	7168
6	AEX	7170
7	AEX	7173
8	AEX	7174
9	AEX	7178
10	AEX	7179
11	AEX	7182
12	AEX	7183
13	AEX	7186
14	AEX	7187
15	AEX	7191
16	AEX	7192
17	AEX	7194
18	AEX	7197
19	AEX	7198
20	AEX	7199
21	AEX	7208
22	AEX	7209
23	AEX	7211
24	AEX	7219
25	AEX	7226

	Car Number	
26	AEX	7227
27	AEX	7231
28	AEX	7233
29	AEX	7240
30	AEX	7244
31	AEX	7246
32	AEX	7247
33	AEX	7249
34	AEX	7252
35	AEX	7260
36	AEX	7268
37	AEX	7275
38	AEX	7277
39	AEX	7278
40	AEX	7282
41	AEX	7290
42	AEX	7291
43	AEX	7296
44	AEX	7298
45	AEX	7299
46	AEX	7302
47	AEX	7304
48	AEX	7309
49	AEX	7310
50	AEX	7316

	Car Number	
51	AEX	7322
52	AEX	7329
53	AEX	7332
54	AEX	7342
55	AEX	7343
56	AEX	7347
57	AEX	7348
58	AEX	7350
59	AEX	7354
60	AEX	7355
61	AEX	7363
62	AEX	7365
63	AEX	7366
64	AEX	7367
65	AEX	7368
66	AEX	7369
67	AEX	7371
68	AEX	7373
69	AEX	7383
70	AEX	7384
71	AEX	7394
72	AEX	7398
73	AEX	7406
74	AEX	7415
75	AEX	7418