

RECORDATION NO. 24827 FILED

FEB 25 2004 1-57 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 30, 2004

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 March 1, 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, OH 43537

Lessee: General Mills Operations, Inc.
Number One General Mills Blvd.
Minneapolis, MN 55440

A description of the railroad equipment covered by the enclosed document is:

10 railcars BAEX 186 – BAEX 231

Mr. Vernon A. Williams
January 30, 2004
Page Two

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,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 1st day of March, 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 General Mills Operations, Inc., a Delaware corporation, having its principal place of business at Number One General Mills Blvd., P.O. Box 1113, Minneapolis, MN 55440-1113 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of August 1, 1996, (the "Master Lease"), and Deal #199602-GEN19, dated as of March 1, 2003 (the "Assigned Schedule"), whereby Lessor leases to Lessee ten (10) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty six (36) months starting March 1, 2003.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

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

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SURFACE TRANSPORTATION BOARD

LESSEE:
GENERAL MILLS OPERATIONS, INC.

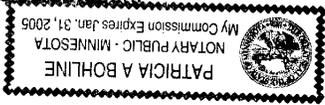
By: [Signature]

Title: TRANSPORTATION MANAGER

STATE OF Minnesota

COUNTY OF Hennepin SS:

The foregoing instrument was acknowledged before me this 26 day of January, 2004, by Patricia Behler, the Notary of General Mills, a _____ corporation, on behalf of the corporation.



Patricia Bohline
Notary Public

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Lessor

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 1/28/04

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 28th day of JANUARY, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

R. Thomas Connolly
Notary Public

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

EXHIBIT A
GENERAL MILLS OPERATIONS, INC.
#199602-GEN19

| | | |
|-----------|-------------|------------|
| 1 | BAEX | 186 |
| 2 | BAEX | 187 |
| 3 | BAEX | 188 |
| 4 | BAEX | 191 |
| 5 | BAEX | 192 |
| 6 | BAEX | 196 |
| 7 | BAEX | 197 |
| 8 | BAEX | 198 |
| 9 | BAEX | 230 |
| 10 | BAEX | 231 |

R:\Documents\Car Number Exhibits\[199602-GEN19.xls]A