

RECORDATION NO. 25014 FILED :

JUN 29 '04 2-08 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

June 29, 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 23, 2004, 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:	VeraSun Energy Corporation 100 22 <sup>nd</sup> Avenue Brookings, SD 57006

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

37 railcars bearing within the series AEX 8721 – AEX 9102

Mr. Vernon A. Williams  
June 29, 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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE**

**JUN 29 '04 2-08 PM**

**WITNESSETH**

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is entered into as of the 23<sup>rd</sup> day of March, 2004, 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 VeraSun Energy Corporation, a South Dakota corporation, having its principal place of business at 100 22<sup>nd</sup> Avenue, Suite 103, Brookings, South Dakota 57006 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of September 11, 2003, (the "Master Lease"), and Deal #R00264 dated as of September 29, 2003 (the "Assigned Schedule"), whereby Lessor leases to Lessee thirty-seven (37) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting June 1, 2004.
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.

**LESSOR:**

THE ANDERSONS, INC.

By:

Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO )

COUNTY OF LUCAS ) SS

:

The foregoing instrument was acknowledged before me this 18th day of May, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Susan E. Monro  
Notary Public

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SUSAN E. MONRO  
Notary Public, State of Ohio  
Attorney At Law  
My Commission Has  
No Expiration  
Section 147.03 R.C.

LESSEE:  
VERASUN ENERGY CORPORATION

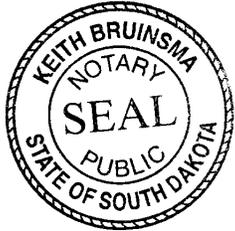
By: Donald L. Enders

Title: CEO

STATE OF South Dakota

COUNTY OF Brookings ) SS:

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2004, by Donald L. Enders, the CEO of Verasun, a South Dakota corporation, on behalf of the corporation. Energy Corporation



[Signature]  
Notary Public

My Commission Expires September 24, 2008.  
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**EXHIBIT A**  
**Verasun, R00264, 37 Cars**

- 1 AEX 009045
- 2 AEX 009049
- 3 AEX 008723
- 4 AEX 009067
- 5 AEX 008916
- 6 AEX 008729
- 7 AEX 009071
- 8 AEX 008923
- 9 AEX 008926
- 10 AEX 008928
- 11 AEX 008929
- 12 AEX 008930
- 13 AEX 008931
- 14 AEX 008933
- 15 AEX 008935
- 16 AEX 009076
- 17 AEX 008941
- 18 AEX 008947
- 19 AEX 009082
- 20 AEX 008949
- 21 AEX 008952
- 22 AEX 008732
- 23 AEX 008955
- 24 AEX 009094
- 25 AEX 008956
- 26 AEX 008734
- 27 AEX 008721
- 28 AEX 009102
- 29 AEX 008736
- 30 AEX 008737
- 31 AEX 008738
- 32 AEX 008739
- 33 AEX 008740
- 34 AEX 008742
- 35 AEX 008743
- 36 AEX 008744
- 37 AEX 008745