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RECORDATION NO. 25072 FILED

JUL 16 '04

2-30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

July 16, 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 May 14, 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:	Bloomer Chocolate Company 600 West Kinzie Street Chicago, IL 60610

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

12 railcars within the series AEX 5039–AEX 5216

MEMORANDUM OF LEASE

JUL 16 '04

2-30 PM

WITNESSETH

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 14th day of May, 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 Blommer Chocolate Company, a Delaware corporation, having its principal place of business at 600 West Kinzie Street, Chicago, Illinois 60610 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement #200201-BCC dated December 1, 2002 (the "Master Lease"), and Deal #R00330 dated as of May 14, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee ~~thirteen (13)~~ 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. (12)
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:

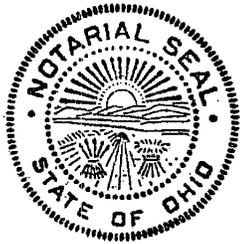
THE ANDERSONS, INC.

By: *Richard R. George*  
Richard R. George  
Title: Vice President, Corporate Controller/CIO

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 2004, by Richard R. George, the Vice President, Corporate Controller/CIO of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



*Julie Ann Dibble*  
Notary Public

(Remainder of page Intentionally Blank) JULIE ANN DIBBLE  
Notary Public, State of Ohio  
Commission Expires 8-20-06

LESSEE:  
BLOMMER CHOCOLATE COMPANY

By: *Joseph Blommer*

Title: President

STATE OF Illinois

COUNTY OF USA ) SS:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of July, 2004, by Joseph Blommer, the President of Bommer Chocolate Delaware corporation, on behalf of the corporation.

.....  
"OFFICIAL SEAL"  
LINDA SPADAFINO  
NOTARY PUBLIC, STATE OF ILLINOIS  
COMMISSION EXPIRES 4-1-07  
.....

*Linda Spadafino*  
Notary Public

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**EXHIBIT "A"**

**BLOMMER CHOCOLATE  
COMPANY  
12 COVERED HOPPERS**

**DEAL NO. R00330**

1	AEX	5039
2	AEX	5109
3	AEX	5121
4	AEX	5122
5	AEX	5130
6	AEX	5140
7	AEX	5169
8	AEX	5193
9	AEX	5205
10	AEX	5209
11	AEX	5214
12	AEX	5216

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/15/04



\_\_\_\_\_  
Robert W. Alvord