

RECORDATION NO. 23504-A FILED

JUN 6 '01 12-23 PM

TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 6, 2001

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 Assignment, dated as of May 30, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 23504.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: U.S. Bancorp Leasing
& Financial
7659 SW Mohawk Street
Tualatin, OR 97062

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

Six (6) railcars within the series BAEX 541 - BAEX 741

Mr. Vernon A. Williams
June 6, 2001
Page Two

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

Memorandum of Lease Assignment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF LEASE ASSIGNMENT,
MANAGEMENT AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement made and entered into on May 30, 2001, by and between U. S. Bancorp Leasing & Financial ("Assignee") and The Andersons, Inc. ("Assignor").

WITNESSETH

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), dated May 30, 2001 whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Full Service Lease Agreement No. 199602GEN dated August 1, 1996 and Rider #199602-GENR dated April 20, 2000, between Assignor, as Lessor, and General Mills Operations, as Lessee, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

ASSIGNEE:

U. S. BANCORP LEASING & FINANCIAL

By:



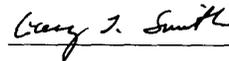
Name: Carol Taunt

Title: AVP

ASSIGNOR:

THE ANDERSONS, INC.

By:



Name: Gary L. Smith

Title: Vice President, Finance & Treasurer

STATE OF OHIO)

COUNTY OF LUCAS) ss:

On this 30th day of May, 2001, before me personally appeared Gary L. Smith, to me personally known, who being duly sworn, says that he is the Vice President, Finance and Treasurer of The Andersons, Inc, and that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Elizabeth J. Hall

Notary Public
ELIZABETH J. HALL
My Commission Expires:

Notary Public - State of Ohio
My Commission has no Expiration Date
Section 14742 O.R.C.

STATE OF OREGON)

COUNTY OF WASHINGTON) ss:

On this 1st day of June, 2001, before me personally appeared Carol Taunt, to me personally known, who being duly sworn, says that he/she is the AVP of U.S. Bancorp Leasing & Financial, that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Paula Newell

Notary Public
My Commission Expires: October 31, 2003

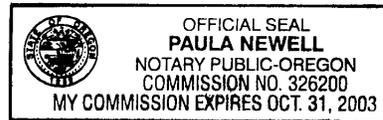


EXHIBIT A		
GENERAL MILLS #199602-GENR9		
1	BAEX	541
2	BAEX	732
3	BAEX	733
4	BAEX	737
5	BAEX	740
6	BAEX	741

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