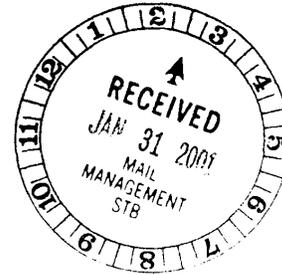


January 29, 2001

RECORDATION NO. 23381 FILED
FEB 14 '01 12-30 PM
TS
SURFACE TRANSPORTATION BOARD



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 three (3) copies of an Memorandum of Lease, dated as of January 1, 2001, 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: ICX Corporation
3 Summit Park Drive
Cleveland, OH 44131

Lessee: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

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

60-1977 AFC Built 5700 Cu. Ft. Plastic Pellet Hoppers with Round Hatch and Pneumatic Gages bearing identification numbers:

- AEX 006597 AEX 006598 AEX 006600 AEX 006602
- AEX 006603 AEX 006605 AEX 006607
- AEX 006609 within AEX 006616
- AEX 006619 within AEX 006624
- AEX 006626 within AEX 006627
- AEX 006629 AEX 006631 AEX 006632 AEX 006636
- AEX 006638 within AEX 006640
- AEX 006642 AEX 006644 AEX 006645 AEX 006647
- AEX 006649 AEX 006650
- AEX 006653 within AEX 006656
- AEX 006658 AEX 006660 AEX 006662 AEX 006663
- AEX 006665 AEX 006667 AEX 006669 AEX 006670
- AEX 006671 within AEX 006673
- AEX 006677 within AEX 006681
- AEX 006683 AEX 006684 AEX 006689 AEX 006690

ICX CORPORATION
3 Summit Park Drive
Suite 200
Cleveland, OH 44131
(216) 328-8700 • Fax (216) 328-8710

Vernon A. Williams
January 1, 2001
Page 2

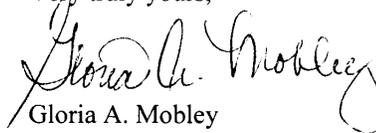
A short summary of the document to appear in the index follows:

Memorandum of Lease between ICX Corporation, Lessor,
The Andersons, Inc., Lessee covering 60 Railcars AAR Markings
of: AEX 006597 AEX 006598 AEX 006600 AEX 006602
AEX 006603 AEX 006605 AEX 006607
AEX 006609 within AEX 006616
AEX 006619 within AEX 006624
AEX 006626 within AEX 006627
AEX 006629 AEX 006631 AEX 006632 AEX 006636
AEX 006638 within AEX 006640
AEX 006642 AEX 006644 AEX 006645 AEX 006647
AEX 006649 AEX 006650
AEX 006653 within AEX 006656
AEX 006658 AEX 006660 AEX 006662 AEX 006663
AEX 006665 AEX 006667 AEX 006669 AEX 006670
AEX 006671 within AEX 006673
AEX 006677 within AEX 006681
AEX 006683 AEX 006684 AEX 006689 AEX 006690.

Also enclosed is a check in the amount of \$26.00 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,



Gloria A. Mobley
Sr. Law Dept. Coordinator

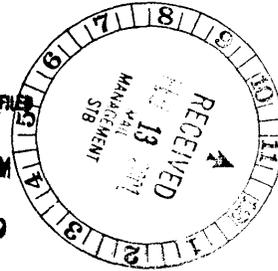
/gam
Enclosures



C O R P O R A T I O N

February 9, 2001

RECORDATION NO. 23381
FEB 14 '01 12-30 PM
TS
SURFACE TRANSPORTATION BOARD



Ms. Taledia Stokes
Section Publication and Records
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Dear Ms. Stokes:

Pursuant to our telephone discussion, please find enclosed a check in the amount of \$1 to cover the increased filing fee of \$27 (see ICX's check #0046003). This fee relates to my letter dated January 29, 2001 regarding the Memorandum of Lease between ICX Corporation, as Lessor, The Andersons, Inc., as Lessee.

Sincerely,

Gloria A. Mobley
Sr. Law Dept. Coordinator

Enclosure



MEMORANDUM OF LEASE

(Equipment Schedule No. 005)

This Memorandum of Lease is entered into as of ^{January} ~~February~~ 1, 2001, by and between ICX Corporation, an Ohio corporation having its principal place of business at Three Summit Park Dr., Suite 200, Cleveland, OH 44131 ("Lessor") and The Andersons, Inc., an Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor is the owner of sixty (60)-1977 AFC Built 5700 Cu. Ft. Plastic Pellet Hoppers with Round Hatch and Pneumatic Gages bearing identification numbers, (collectively, the "Railcars"): See Attached Exhibit A

2. Lessor and Lessee have entered into a Lease Agreement of even date herewith pursuant to which Lessor will lease the Railcars to Lessee for an initial term of 55 months commencing as of such date.

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

Signed and acknowledged in the presence of:

[Signature]
[Signature]

ICX CORPORATION, Lessor

By [Signature]

Name Dennis J. Diemer
Vice President

Title _____

Signed and acknowledged in the presence of:

[Signature]
[Signature]

THE ANDERSONS, INC., Lessee

By [Signature]

Name Gary Smith

Title V.P., Finance & Treasurer

RECORDATION NO. 23381 FILED

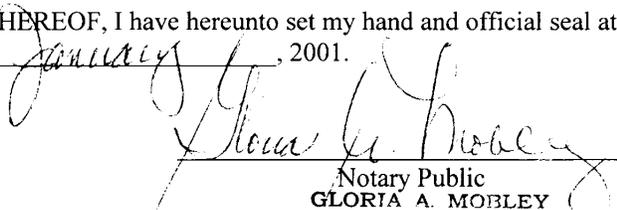
FEB 14 '01 12-30 PM

SURFACE TRANSPORTATION BOARD

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 22nd day of January, 2001.



Notary Public
GLORIA A. MOBLEY
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 2, 2005

State of Ohio)
) ss:
County of Lucas)

BEFORE ME, a Notary Public in and for said County and State, personally appeared The Andersons, Inc., an Ohio corporation (the "Corporation"), by Gary Smith its V.P., Finance & Treasurer who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Mansfield, Ohio, this 19 day of January, 2001.

Elizabeth J. Hall
Notary Public
ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date
Section 147.03 O.R.C.

EXHIBIT A

60 - 1977 AFB Built 5700 Cu. Ft. Plastic Pellet Hoppers with
Round Hatch and Pneumatic Gates

AAR MARKINGS:

AEX 006597	AEX 006598	AEX 006600	AEX 006602
AEX 006603	AEX 006605	AEX 006607	AEX 006609
AEX 006610	AEX 006611	AEX 006612	AEX 006613
AEX 006614	AEX 006615	AEX 006616	AEX 006619
AEX 006620	AEX 006621	AEX 006622	AEX 006623
AEX 006624	AEX 006626	AEX 006627	AEX 006629
AEX 006631	AEX 006632	AEX 006636	AEX 006638
AEX 006639	AEX 006640	AEX 006642	AEX 006644
AEX 006645	AEX 006647	AEX 006649	AEX 006650
AEX 006653	AEX 996654	AEX 006655	AEX 006656
AEX 006658	AEX 006660	AEX 006662	AEX 006663
AEX 006665	AEX 006667	AEX 006669	AEX 006670
AEX 006671	AEX 006672	AEX 006673	AEX 006677
AEX 006678	AEX 006679	AEX 006680	AEX 006681
AEX 006683	AEX 006684	AEX 006689	AEX 006690