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

June 1, 2001

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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 two (2) copies of a Memorandum of Lease, dated as of April 20, 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:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	General Mills Operations, Inc. P.O. Box 1113 1 General Mills Boulevard Minneapolis, Minnesota 55426-55440

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

Fifteen (15) railcars within the series AEX 6376 - AEX 6408, not inclusive, as shown on Exhibit "A" attached to the Memorandum of Lease.

Mr. Vernon A. Williams  
June 1, 2001  
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A short summary of the document to appear in the index is:

Memorandum of Lease, dated as of April 20, 2001, between The Andersons, Inc., Lessor, and General Mills Operations, Inc., Lessee.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg  
Enclosures

**MEMORANDUM OF LEASE**

This Memorandum of Lease is entered into as of the 20th day of April, 2000, 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. having its principal place of business at P.O Box 1113 #1 General Mills Blvd. Minneapolis, Minnesota 55426-55440 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of August 1, 1996, (the "Master Lease"), and Rider #199602-GENR10 dated as of April 20, 2000, (the "Assigned Schedule"), whereby Lessor leases to Lessee fifteen (15) rail cars bearing consecutive railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of three (3) years starting the first day of the month following the date of delivery of the final car.

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

LESSOR:

Signed and acknowledged in the presence of:

*Alvinna Connolly*  
\_\_\_\_\_

THE ANDERSONS, INC.

By:

*Rose H. Dole*

Title: President, Manufacturing Group

LESSEE:

Signed and acknowledged in the presence of:

*Carmen M. Wroughtel*  
\_\_\_\_\_

GENERAL MILLS OPERATIONS, INC.

By:

*Dennis Funder*

Title: TRANSPORTATION MANAGER



RECORDATION NO. 23502

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**SURFACE TRANSPORTATION BOARD**

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the President of the Manufacturing Group of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 14<sup>th</sup> day of MAY 19<sup>20</sup>00.

R. Thomas Connolly  
Notary Public  
My Commission Expires:

STATE OF Minnesota )  
 ) SS:  
COUNTY OF Hennepin )

R. Thomas Connolly  
Notary Public, State of Ohio  
My Commission Expires 1-13-2002

On this 25<sup>th</sup> day of May, 20<sup>00</sup>, before me personally appeared Dennis Farder, to me personally known, who being duly sworn, says that he/she is the Transportation Manager of General Mills Operations, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karla K. Weis  
Notary Public  
My Commission Expires:



EXHIBIT A		
GENERAL MILLS #199602-GENR10		
1	AEX	6376
2	AEX	6378
3	AEX	6383
4	AEX	6384
5	AEX	6385
6	AEX	6387
7	AEX	6388
8	AEX	6389
9	AEX	6390
10	AEX	6394
11	AEX	6399
12	AEX	6400
13	AEX	6403
14	AEX	6404
15	AEX	6408

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