

RECORDING NO. 23504

JUN 6 '01 12:17 PM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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, dated as of February 28, 2000, 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.
1 General Mills Boulevard
Minneapolis, Minnesota 55426

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

Six (6) railcars within the series BAEX 541 - BAEX 741, not inclusive, as shown on Exhibit "A" attached to the Memorandum of Lease.

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

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

Memorandum of Lease, dated as of February 28, 2000, 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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

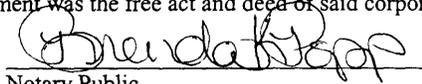


Robert W. Alvord

RWA/anm
Enclosures

STATE OF Minnesota)
) SS:
COUNTY OF Hennepin)

On this 4th day of June, 2001, 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, 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.


Notary Public
My Commission Expires: Jan. 31, 2005

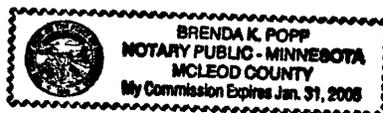


EXHIBIT A		
GENERAL MILLS #199602-GENR9		
1	BAEX	541
2	BAEX	732
3	BAEX	733
4	BAEX	737
5	BAEX	740
6	BAEX	741

E:\data\RAILCAR\DOCUMNTS\EXHIBITS\GENR9.xls]A