

RECORDATION NO. 24024-C FILED

JUL 01 02 10-57 AM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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

June 21, 2002

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 a Memorandum of Lease (Equipment Schedule No. 007), dated as ~~of June 21~~ <sup>July 1,</sup> 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number \_\_\_\_\_.

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

Lessor: ICX Corporation  
2 Summit Drive  
Cleveland, OH 44131

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

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

395 railcars within the series AEX 7795 – AEX 8185 and AEX 17792 – AEX 18187

Mr. Vernon A. Williams  
June 21, 2002  
Page Two

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

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 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 stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

24024C

JUL 01 '02

10-57 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Equipment Schedule No. 007)

This Memorandum of Lease is entered into as of ~~June 21~~<sup>July 1</sup>, 2002, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, 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 three hundred ninety-five (395)-1981 5400 Cu. Ft. Covered Hopper Grain Cars converted from Plastic Pellet Cars w/new hatches, gates and 286K on rail upgrade 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 118 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:

ICX CORPORATION, Lessor

\_\_\_\_\_  
\_\_\_\_\_

By \_\_\_\_\_

Name \_\_\_\_\_

Title \_\_\_\_\_

Signed and acknowledged

THE ANDERSONS, INC., Lessee

Marian R. Enck  
Pamela S. Deen

By Gary Smith

Name GARY SMITH

Title VICE PRESIDENT, FINANCE  
AND TREASURER

LESSOR: ICX CORPORATION

By: *Dennis J. Diemer*  
Title: Dennis J. Diemer  
Vice President

STATE OF OHIO )  
COUNTY OF CUYAHOGA) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, a Vice President of ICX Corporation, who acknowledged that he 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 Cleveland, Ohio this 21 day of June, 2002.

*Debra A. Grim*  
Notary Public  
My Commission Expires: Dec. 3, 2006  
**DEBRA A. GRIM**  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

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 Vice President, Finance and 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 Maumee, Ohio, this 20th day of June, 2002.



Marian R. Emch  
Notary Public

MARIAN R. EMCH  
Notary Public, State of Ohio  
Commission Expires 1-19-2004

EXHIBIT A

395 - 1981 5400 Cu. Ft. Covered Hopper Grain Cars converted with Plastic Pellet Cars with new Hatches, Gates and 286K on Rail Upgrade

AAR MARKINGS:

AEX7795; AEX7796; AEX7797; AEX7798; AEX7799; AEX7800; AEX7803;  
AEX7805; AEX7808; AEX7810; AEX7811; AEX7813; AEX7817; AEX7818;  
AEX7819; AEX7820; AEX7821; AEX7822; AEX7823; AEX7824; AEX7826;  
AEX7827; AEX7828; AEX7830; AEX7831; AEX7832; AEX7834; AEX7836;  
AEX7837; AEX7838; AEX7839; AEX7840; AEX7843; AEX7847; AEX7848;  
AEX7849; AEX7850; AEX7852; AEX7854; AEX7855; AEX7857; AEX7858;  
AEX7859; AEX7860; AEX7861; AEX7862; AEX7863; AEX7864; AEX7865;  
AEX7867; AEX7869; AEX7870; AEX7874; AEX7877; AEX7879; AEX7880;  
AEX7882; AEX7883; AEX7884; AEX7885; AEX7886; AEX7888; AEX7889;  
AEX7890; AEX7891; AEX7892; AEX7894; AEX7895; AEX7896; AEX7897;  
AEX7899; AEX7900; AEX7902; AEX7904; AEX7906; AEX7907; AEX7909;  
AEX7912; AEX7914; AEX7915; AEX7916; AEX7917; AEX7918; AEX7921;  
AEX7925; AEX7926; AEX7927; AEX7930; AEX7935; AEX7936; AEX7937;  
AEX7938; AEX7940; AEX7941; AEX7942; AEX7943; AEX7944; AEX7945;  
AEX7950; AEX7952; AEX7953; AEX7955; AEX7956; AEX7957; AEX7958;  
AEX7960; AEX7961; AEX7963; AEX7965; AEX7966; AEX7967; AEX7968;  
AEX7970; AEX7972; AEX7974; AEX7975; AEX7976; AEX7977; AEX7978;  
AEX7979; AEX7980; AEX7981; AEX7984; AEX7986; AEX7987; AEX7988;  
AEX7989; AEX7990; AEX7992; AEX7993; AEX7994; AEX7997; AEX7998;  
AEX8002; AEX8006; AEX8007; AEX8008; AEX8010; AEX8012; AEX8014;  
AEX8017; AEX8019; AEX8022; AEX8024; AEX8026; AEX8027; AEX8028;  
AEX8029; AEX8031; AEX8032; AEX8033; AEX8036; AEX8037; AEX8041;  
AEX8042; AEX8043; AEX8046; AEX8048; AEX8049; AEX8050; AEX8051;  
AEX8052; AEX8053; AEX8056; AEX8057; AEX8059; AEX8060; AEX8062;  
AEX8063; AEX8064; AEX8065; AEX8068; AEX8069; AEX8070; AEX8071;  
AEX8072; AEX8073; AEX8074; AEX8075; AEX8077; AEX8079; AEX8080;  
AEX8082; AEX8084; AEX8085; AEX8087; AEX8088; AEX8089; AEX8091;  
AEX8092; AEX8095; AEX8097; AEX8100; AEX8102; AEX8103; AEX8104;  
AEX8105; AEX8108; AEX8109; AEX8110; AEX8111; AEX8112; AEX8113;  
AEX8114; AEX8115; AEX8116; AEX8117; AEX8119; AEX8120; AEX8121;  
AEX8128; AEX8129; AEX8131; AEX8132; AEX8134; AEX8136; AEX8137;  
AEX8138; AEX8140; AEX8141; AEX8143; AEX8144; AEX8145; AEX8150;  
AEX8151; AEX8153; AEX8154; AEX8156; AEX8158; AEX8160; AEX8162;  
AEX8163; AEX8164; AEX8165; AEX8167; AEX8168; AEX8169; AEX8170;  
AEX8171; AEX8172; AEX8173; AEX8174; AEX8175; AEX8176; AEX8177;  
AEX8178; AEX8179; AEX8181; AEX8182; AEX8185;

AEX17792; AEX17793; AEX17794; AEX17801; AEX17802; AEX17804;  
AEX17806; AEX17807; AEX17809; AEX17812; AEX17814; AEX17815;  
AEX17816; AEX17825; AEX17829; AEX17833; AEX17835; AEX17841;  
AEX17842; AEX17844; AEX17845; AEX17846; AEX17851; AEX17853;

AEX17856; AEX17866; AEX17868; AEX17871; AEX17872; AEX17873;  
AEX17875; AEX17876; AEX17878; AEX17881; AEX17887; AEX17893;  
AEX17898; AEX17901; AEX17903; AEX17905; AEX17908; AEX17910;  
AEX17911; AEX17913; AEX17919; AEX17920; AEX17922; AEX17923;  
AEX17924; AEX17928; AEX17929; AEX17931; AEX17932; AEX17933;  
AEX17934; AEX17939; AEX17946; AEX17947; AEX17948; AEX17949;  
AEX17951; AEX17954; AEX17959; AEX17962; AEX17964; AEX17969;  
AEX17971; AEX17973; AEX17982; AEX17983; AEX17985; AEX17991;  
AEX17995; AEX17996; AEX17999; AEX18000; AEX18001; AEX18003;  
AEX18004; AEX18005; AEX18009; AEX18011; AEX18013; AEX18015;  
AEX18016; AEX18018; AEX18020; AEX18021; AEX18023; AEX18025;  
AEX18030; AEX18034; AEX18035; AEX18038; AEX18039; AEX18040;  
AEX18044; AEX18045; AEX18047; AEX18054; AEX18055; AEX18058;  
AEX18061; AEX18066; AEX18067; AEX18076; AEX18078; AEX18081;  
AEX18083; AEX18086; AEX18090; AEX18093; AEX18094; AEX18096;  
AEX18098; AEX18099; AEX18101; AEX18106; AEX18107; AEX18118;  
AEX18123; AEX18124; AEX18125; AEX18126; AEX18127; AEX18130;  
AEX18133; AEX18135; AEX18139; AEX18142; AEX18146; AEX18147;  
AEX18148; AEX18149; AEX18152; AEX18155; AEX18157; AEX18159;  
AEX18161; AEX18166; AEX18180; AEX18183; AEX18184; AEX18186;  
AEX18187