

RECORDATION NO. 24619 FILED

SEP 30 '03 3-08 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 30, 2003

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 January 31, 2003, 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: Cenex Harvest States Cooperatives
5600 Cenex Drive
Inver Grove Heights, Minnesota 55077

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

100 covered hopper cars within the series AEX 6691 - AEX 8957 as more particularly set forth in the equipment schedule attached to the document.

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Robert W. Alvord".

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is entered into as of the 31st day of January, 2003, 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 Cenex Harvest States Cooperatives, a Minnesota corporation, having its principal place of business at 5600 Cenex Drive, Inver Grove Heights, MN 55077 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of December 1, 2000 (the "Master Lease"), and **Rider #200001-HSCR3** dated as of January 21, 2003 (the "Assigned Schedule"), whereby Lessor leases to Lessee one hundred (100) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the period of eighty-four (84) months commencing October 1, 2003.
2. Lessee has no option to purchase Railcars.

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

LESSOR:
THE ANDERSONS, INC.

By: Rasesh H. Shah

Title: President, Rail Group

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, Rail 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 5th day of May, 2003.

R. Thomas Connolly
Notary Public
My Commission Expires:

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SURFACE TRANSPORTATION BOARD

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 5-13-2007

EXHIBIT A
Cenex Harvest States Cooperatives
Rider 200001-HSCR3
Deal #R00145
 Car Description
 5700 Covered Hopper

	Car Number	
1	AEX	6691
2	AEX	7005
3	AEX	7008
4	AEX	7017
5	AEX	7021
6	AEX	7025
7	AEX	7029
8	AEX	7031
9	AEX	7033
10	AEX	7036
11	AEX	7039
12	AEX	7042
13	AEX	7045
14	AEX	7049
15	AEX	7052
16	AEX	7055
17	AEX	7058
18	AEX	7062
19	AEX	7064
20	AEX	7069
21	AEX	7072
22	AEX	7073
23	AEX	7076
24	AEX	7078
25	AEX	7080
26	AEX	7083
27	AEX	7084
28	AEX	7086
29	AEX	7088
30	AEX	7090
31	AEX	7093
32	AEX	7094
33	AEX	7096
34	AEX	7104

	Car Number	
35	AEX	7108
36	AEX	7110
37	AEX	7118
38	AEX	7119
39	AEX	7120
40	AEX	7124
41	AEX	7132
42	AEX	7134
43	AEX	7138
44	AEX	7142
45	AEX	7145
46	AEX	7146
47	AEX	7151
48	AEX	7158
49	AEX	7164
50	AEX	7176
51	AEX	7177
52	AEX	7181
53	AEX	7206
54	AEX	7218
55	AEX	7234
56	AEX	7250
57	AEX	7272
58	AEX	7284
59	AEX	7286
60	AEX	7288
61	AEX	7300
62	AEX	7303
63	AEX	7325
64	AEX	7337
65	AEX	7338
66	AEX	7357
67	AEX	7362
68	AEX	7382

	Car Number	
69	AEX	7401
70	AEX	7407
71	AEX	7410
72	AEX	7413
73	AEX	7414
74	AEX	8913
75	AEX	8914
76	AEX	8915
77	AEX	8917
78	AEX	8918
79	AEX	8919
80	AEX	8920
81	AEX	8921
82	AEX	8922
83	AEX	8924
84	AEX	8925
85	AEX	8927
86	AEX	8932
87	AEX	8934
88	AEX	8936
89	AEX	8937
90	AEX	8938
91	AEX	8939
92	AEX	8940
93	AEX	8942
94	AEX	8943
95	AEX	8944
96	AEX	8945
97	AEX	8946
98	AEX	8948
99	AEX	8954
100	AEX	8957