

RECORDATION NO. 24954-A FILED

MAY 14 '04 1-23 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

May 14, 2004

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 Railcar Lease Agreement, dated as of April 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number _____.

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

Lessor: FirstMerit Leasing Company
c/o FirstMerit Bank
106 South Main Street
Akron, Ohio 44308

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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

40 covered hopper railcars within the series AEX 8753 - AEX 8911 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 Railcar Lease Agreement.

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,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of **April 1, 2004** by and between **FirstMerit Leasing Company**, a(n) Ohio Corporation ("Lessor") and **The Andersons, Inc.** a (n) Ohio Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Equipment Lease Agreement dated as of March 31, 2004 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule A dated April 1, 2004 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor forty (40) Covered Hopper Railcars bearing reporting marks and numbers indicated on Exhibit A1 hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: FirstMerit Leasing Company **LESSEE: The Andersons, Inc.**

By: Kevin L. Rinehart

By: Cary Smith

Name: Kevin L. Rinehart

Name: Cary Smith

Title: President

Its: V. P. Fin. & Treas.

**EXHIBIT A1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT dated
as of April 1, 2004.**

Forty (40) 5250 Covered Hopper Cars

CAR NUMBERS

AEX 8755
AEX 8753
AEX 8758
AEX 8761
AEX 8763
AEX 8764
AEX 8765
AEX 8766
AEX 8767
AEX 8768
AEX 8769
AEX 8773
AEX 8775
AEX 8776
AEX 8779
AEX 8781
AEX 8784
AEX 8786
AEX 8787
AEX 8791
AEX 8792
AEX 8793
AEX 8794
AEX 8796
AEX 8797
AEX 8798
AEX 8799
AEX 8801
AEX 8804
AEX 8805
AEX 8808
AEX 8809
AEX 8841
AEX 8844
AEX 8856
AEX 8873
AEX 8887
AEX 8891
AEX 8903
AEX 8911

GS INITIAL HERE

STATE OF OHIO
COUNTY OF: Summit

On this 28th day of April, 2004 before me personally appeared, Kevin Rinehart to me personally known, who being by me duly sworn, says that he is the President of **FirstMerit Leasing Company** an Ohio Corporation, that said instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the foregoing instrument was the free act and deed to said corporation.

(Seal)


Notary Public

MARTHA J. DILLON, Notary

My commission expires: Residence Co. - Summit

State of Ohio

My Commission Exp. May 19 2004

STATE OF OHIO
COUNTY OF Lucas

On this 29th day of April, 2004 before me personally appeared, Gary Smith to me personally known who being by me duly sworn says that he is the Vice President - Finance & Treasurer of **The Andersons, Inc.**, an Ohio corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

JULIE ANN DIBBLE Notary Public

Notary Public, State of Ohio

Commission Expires 8-20-05

My commission expires: _____