

RECORDATION NO. 25014-A FILED

JUN 29 '04 2-12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 29, 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 Assignment of Lease Agreement, dated as of June 25, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement being filed concurrently with the Board under Recordation Number _____.

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

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Assignee: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

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

37 railcars bearing within the series AEX 8721 – AEX 9102

Mr. Vernon A. Williams
June 29, 2004
Page Two

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

Memorandum of Assignment of 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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

JUN 29 '04 2-12 PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 25, 2004, by and between The Andersons, Inc. ("Assignor") and ICX Corporation. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and VeraSun Energy Corporation, as Lessee, have heretofore entered into that certain Master Lease Agreement dated as of September 11, 2003 and Rider #R00264 dated September 29, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THERFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

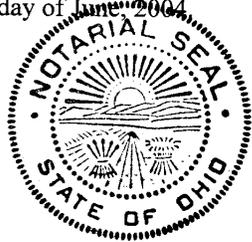
ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors 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 25th day of June, 2004.



Julie Ann Dibble
Notary Public
My commission expires Notary Public, State of Ohio
Commission Expires 8-20-05

ASSIGNEE: ICX CORPORATION.

By: *Dennis J. Dieme*
Name: Dennis J. Dieme
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

Before me, a Notary Public, in and for said county and state, personally appeared DENNIS J. DIEME the VICE PRESIDENT of ICX Corporation., 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 CLEVELAND, OHIO this 29th day of JUNE, 2004.

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

EXHIBIT A
Verasun, R00264, 37 Cars

- 1 AEX 009045
- 2 AEX 009049
- 3 AEX 008723
- 4 AEX 009067
- 5 AEX 008916
- 6 AEX 008729
- 7 AEX 009071
- 8 AEX 008923
- 9 AEX 008926
- 10 AEX 008928
- 11 AEX 008929
- 12 AEX 008930
- 13 AEX 008931
- 14 AEX 008933
- 15 AEX 008935
- 16 AEX 009076
- 17 AEX 008941
- 18 AEX 008947
- 19 AEX 009082
- 20 AEX 008949
- 21 AEX 008952
- 22 AEX 008732
- 23 AEX 008955
- 24 AEX 009094
- 25 AEX 008956
- 26 AEX 008734
- 27 AEX 008721
- 28 AEX 009102
- 29 AEX 008736
- 30 AEX 008737
- 31 AEX 008738
- 32 AEX 008739
- 33 AEX 008740
- 34 AEX 008742
- 35 AEX 008743
- 36 AEX 008744
- 37 AEX 008745

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/29/04



Robert W. Alvord