

25013-B

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SEP 17 '04 2-03 PM  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

September 17, 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 Lease, dated as of June 1, 2004, 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 25013.

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

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

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

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

40 railcars within the series AEX 7159 – AEX 9156

Mr. Vernon A. Williams  
September 17, 2004  
Page Two

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25013-B FILED

SEP 17 '04 2-03 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Equipment Schedule No. 013)

This Memorandum of Lease is entered into as of June 1, 2004, 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 forty (40) 1973 to 1979 286K Gross Weight Covered Hoppers with 24' trough hatches and gravity gates 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 60 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

[Signature]  
Thayne Johnson

By [Signature]

Name Thomas J. Blinn  
Vice President

Title \_\_\_\_\_

Signed and acknowledged

THE ANDERSONS, INC., Lessee

[Signature]  
Julie A. Sibley  
Sondra Alexander

By [Signature]

Name GARY SMITH

Title V. P. Fin. & Inv.

State of Ohio            )  
                                  ) ss:  
County of Cuyahoga    )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Dennis Diemer its Vice President 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 Cleveland, Ohio, this 1<sup>st</sup> day of July, 2004.

  
\_\_\_\_\_  
Notary Public

**MICHELLE SMEGO**  
Notary Public, State of Ohio, Cuy. Cty.  
My commission expires July 1, 2008

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 VP, Finance & 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 28<sup>th</sup> day of June, 2004.



Julie A. Dibble  
Notary Public  
JULIE ANN DIBBLE  
Notary Public, State of Ohio  
Commission Expires 8-20-06

EXHIBIT A

40-ACF 1973 to 1979 286,000 Gross Weight Covered Hoppers with 24'  
trough hatches and gravity gates

AAR MARKINGS:

AEX 007159; AEX 007221; AEX 007264; AEX 007265; AEX 007412;  
AEX 007423; AEX 007432; AEX 007438; AEX 008650; AEX 009043;  
AEX 009044; AEX 009047; AEX 009053; AEX 009055; AEX 009056;  
AEX 009059; AEX 009060; AEX 009062; AEX 009064; AEX 009065;  
AEX 009070; AEX 009087; AEX 009088; AEX 009089; AEX 009090;  
AEX 009093; AEX 009097; AEX 009099; AEX 009101; AEX 009113;  
AEX 009115; AEX 009120; AEX 009121; AEX 009127; AEX 009137;  
AEX 009149; AEX 009150; AEX 009151; AEX 009153; AEX 009156