

RECORDATION NO.

25029-B
FILED

SEP 17 '04 2-12 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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 May 31, 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 25029.

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:

30 railcars within the series AEX 8724 – AEX 9158

Mr. Vernon A. Williams
September 17, 2004
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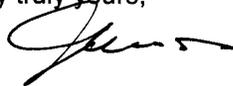
A short summary of the document to appear in the index is:

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

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(Equipment Schedule No. 010)

This Memorandum of Lease is entered into as of May 31, 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 thirty (30)-1976 to 1979 5701 cf 286,000 Gross Weight Covered Hoppers with 5124 Gravity/Pneumatic Gates, Non-Vented Hatch Covers, Vibrator Brackets 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:

Michelle Pross
Maxine Johnson

ICX CORPORATION, Lessor

By Dennis J. Diemer

Name Dennis J. Diemer
Vice President

Title _____

Signed and acknowledged

Julio A. Sibb
Louder Alexander

THE ANDERSONS, INC., Lessee

By Gary Smith

Name GARY SMITH

Title V. P. Fin. & Treas

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 7th day of July, 2004.

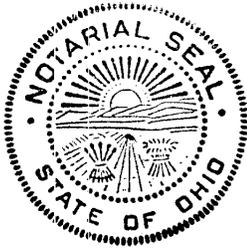


Notary Public
MICHELLE SMEGO
Notary Public, State of Ohio, Cuy. Cty.
My commission expires July 1, 2008

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 V.P. 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 Wadsworth, Ohio, this 29th day of June, 2004.



Julie Ann Dibble

Notary Public JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT A

30-ACF 1976 to 1979 5701 cf 286,000 Gross Weight Covered Hoppers
with 5124 Gravity/Pneumatic Gates, Non-Vented Hatch Covers,
Vibrator Brackets

AAR MARKINGS:

AEX 8724; AEX 8725; AEX 8520; AEX 8527; AEX 8536; AEX 8545;
AEX 8584; AEX 8585; AEX 8631; AEX 8634; AEX 8655; AEX 8657;
AEX 8663; AEX 9046; AEX 9050; AEX 9051; AEX 9054; AEX 9061;
AEX 9072; AEX 9074; AEX 9092; AEX 9114; AEX 9142; AEX 9143;
AEX 9144; AEX 9146; AEX 9147; AEX 9152; AEX 9155; AEX 9158