

OCT 04 '04 10-15 AM

SURFACE TRANSPORTATION BOARD

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

September 30, 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 April 5, 2004, 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: Apex, LLC
40 Main Street
P.O. Box 565
Hamburg, New York 14075

Mr. Vernon A. Williams
September 30, 2004
Page 2

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

50 boxcars within the series BAEX 000629 – BAEX 000721 as more particularly set forth in the Exhibit attached to the document.

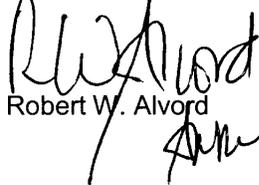
A short summary of the document to appear in the index is:

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,


Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

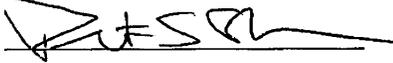
This Memorandum of Lease is entered into as of the 5th day of April, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Apex, LLC, a New York limited liability company, having its principal place of business at 40 Main Street, P.O. Box 565, Hamburg, New York 14075 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated April 5, 2004 (the "Master Lease"), and Deal #R00318 dated as of April 5, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee fifty (50) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting May 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

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

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SURFACE TRANSPORTATION BOARD

LESSEE:
APEX, LLC

By: 

Title: DIRECTOR OF MERCHANDISING

STATE OF New York)

COUNTY OF Erse) SS:

The foregoing instrument was acknowledged before me this 29 day of JUNE, 2004, by Peter Schlee, the _____ of _____, a _____ corporation, on behalf of the corporation.


Notary Public

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MICHAEL M. MEYERS
REG. 60162804128
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
MY COMMISSION EXPIRES MAY 8, 2007
2007

LESSOR:

THE ANDERSONS, INC.

By:

Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO

)

COUNTY OF LUCAS

) SS:

The foregoing instrument was acknowledged before me this 23rd day of September, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

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

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EXHIBIT "A"

**Apex LLC
50 Boxcars**

Deal #R00318

| | | | |
|----|------------|----|------------|
| 1 | BAEX000629 | 26 | BAEX000670 |
| 2 | BAEX000630 | 27 | BAEX000672 |
| 3 | BAEX000634 | 28 | BAEX000673 |
| 4 | BAEX000635 | 29 | BAEX000675 |
| 5 | BAEX000636 | 30 | BAEX000678 |
| 6 | BAEX000639 | 31 | BAEX000679 |
| 7 | BAEX000641 | 32 | BAEX000682 |
| 8 | BAEX000643 | 33 | BAEX000684 |
| 9 | BAEX000645 | 34 | BAEX000686 |
| 10 | BAEX000646 | 35 | BAEX000688 |
| 11 | BAEX000651 | 36 | BAEX000689 |
| 12 | BAEX000652 | 37 | BAEX000698 |
| 13 | BAEX000653 | 38 | BAEX000699 |
| 14 | BAEX000654 | 39 | BAEX000701 |
| 15 | BAEX000655 | 40 | BAEX000703 |
| 16 | BAEX000656 | 41 | BAEX000704 |
| 17 | BAEX000659 | 42 | BAEX000705 |
| 18 | BAEX000660 | 43 | BAEX000706 |
| 19 | BAEX000661 | 44 | BAEX000707 |
| 20 | BAEX000662 | 45 | BAEX000708 |
| 21 | BAEX000663 | 46 | BAEX000712 |
| 22 | BAEX000664 | 47 | BAEX000714 |
| 23 | BAEX000666 | 48 | BAEX000715 |
| 24 | BAEX000668 | 49 | BAEX000717 |
| 25 | BAEX000669 | 50 | BAEX000721 |

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: September 30, 2004



Edward M. Luria