

25232-B
RECORDED FILED

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OCT 04 '04 10:24 AM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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 September 30, 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: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, Ohio 44131

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

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.

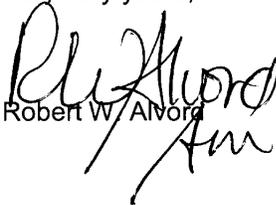
A short summary of the document to appear in the index is:

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

RECORDATION NO. 25232-B FILED

MEMORANDUM OF LEASE

OCT 04 '04 10-24 AM

(Equipment Schedule No. 014)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of September 30, 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 fifty (50) 1967 50 Ft. 70 Ton Plact. C Boxcars with Cushioned Singled Sliding Doors 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 34 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:

Debra A. Ginn
Michelle Smey

ICX CORPORATION, Lessor

By Dennis J. Diemer
Name Dennis J. Diemer
Vice President
Title _____

Signed and acknowledged

Elizabeth J. Hall
Mark A. George

THE ANDERSONS, INC., Lessee

By Richard R. George
Name Richard R. George
Title Vice President and Controller

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 1st day of OCTOBER, 2004.

Debra A. Grim
Notary Public
DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

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 Richard R George its Vice President of Lucas 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 29 day of September, 2004.

Elizabeth J. Hall
Notary Public

ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date
Section 147.08 O.R.C.

EXHIBIT A

50-1967 50 Ft. 70 Ton Plact. C Boxcars with Cushioned Singled Sliding Doors

AAR MARKINGS:

BAEX000629	BAEX000630	BAEX000634	BAEX000635
BAEX000636	BAEX000639	BAEX000641	BAEX000643
BAEX000645	BAEX000646	BAEX000651	BAEX000652
BAEX000653	BAEX000654	BAEX000655	BAEX000656
BAEX000659	BAEX000660	BAEX000661	BAEX000662
BAEX000663	BAEX000664	BAEX000666	BAEX000668
BAEX000669	BAEX000670	BAEX000672	BAEX000673
BAEX000675	BAEX000678	BAEX000679	BAEX000682
BAEX000684	BAEX000686	BAEX000688	BAEX000689
BAEX000698	BAEX000699	BAEX000701	BAEX000703
BAEX000704	BAEX000705	BAEX000706	BAEX000707
BAEX000708	BAEX000712	BAEX000714	BAEX000715
BAEX000717	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