

RECORDATION NO. 25233 FILED

OCT 04 '04 10-27 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 September 28, 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:	Prairie Malt, Limited P.O. Box 1150 Biggar, Saskatchewan Canada S0K 0M0

Mr. Vernon A. Williams
September 30, 2004
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A description of the railroad equipment covered by the enclosed document
is:

25 covered hopper railcars: AEX 5253 – AEX 5277.

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

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

WITNESSETH

This Memorandum of Lease is entered into as of the 28th day of ~~August~~^{September}, 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 Prairie Malt, Limited, having its principal office at P.O. Box 1150, Biggar, Saskatchewan, Canada, S0K0M0 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement #199401-PRA dated December 9, 1994 (the "Master Lease"), and Deal #R00296 dated as of January 16, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee twenty-five (25) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting March 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.

[Signature Pages to Follow]

LESSOR:

THE ANDERSONS, INC.

By: *Richard R. George*

Title: Vice President, Controller/CIO

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 28th day of September, 2004, by Richard R. George, the Vice President, Controller/CIO 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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IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

PRAIRIE MALT, LIMITED

By: [Signature]

Title: Controller

STATE OF SASKATCHEWAN

COUNTY OF CANADA) SS:

The foregoing instrument was acknowledged before me this 15 day of September, 2004, by JOHN PAULS, the Controller of Prairie Malt, Limited, on behalf of the company.



[Signature]
Notary Public

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EXHIBIT "A"**Prairie Malt,
Limited
25 Covered Hopper
Cars
Deal #R00296**

1	AEX	5253
2	AEX	5254
3	AEX	5255
4	AEX	5256
5	AEX	5257
6	AEX	5258
7	AEX	5259
8	AEX	5260
9	AEX	5261
10	AEX	5262
11	AEX	5263
12	AEX	5264
13	AEX	5265
14	AEX	5266
15	AEX	5267
16	AEX	5268
17	AEX	5269
18	AEX	5270
19	AEX	5271
20	AEX	5272
21	AEX	5273
22	AEX	5274
23	AEX	5275
24	AEX	5276
25	AEX	5277

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

Handwritten signature of Edward M. Luria in cursive script.

Edward M. Luria