

RECORDATION NO. 25233-A FILED

OCT 04 '04 10-33 AM

SURFACE TRANSPORTATION BOARD

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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 Assignment of Lease Agreement, 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:

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

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

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

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

25 covered hopper railcars: AEX 5253 – AEX 5277.

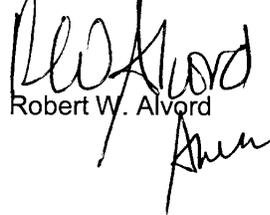
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

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

OCT 04 '04 10:33 AM

## MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 30, 2004, by and between The Andersons, Inc. ("Assignor") and ICX Corporation. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Prairie Malt, Limited, as Lessee, have heretofore entered into that certain Master Lease Agreement, Lease #199401-PRA dated December 9, 1994 and Rider #R00296, dated January 16, 2004 (collectively, the "Lease") pertaining to the railcars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number \_\_\_\_\_.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

[Signature Pages To Follow]

ASSIGNOR: THE ANDERSONS, INC.

By: Richard R. George  
Richard R. George

Title: Vice President, Corporate Controller/CIO

STATE OF OHIO            )  
COUNTY OF LUCAS        ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Richard R. George, the Vice President, Corporate Controller/CIO of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said 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  
My Commission Expires: \_\_\_\_\_

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.03 O.R.C.

ASSIGNEE: ICX CORPORATION.

By: *Dennis J. Diemer*

Name: Dennis J. Diemer

Title: Vice President

STATE OF OHIO )  
 ) ss:  
COUNTY OF CUYAHOGA )

Before me, a Notary Public, in and for said county and state, personally appeared DENNIS J. DIEMER, the VICE PRESIDENT of ICX Corporation, a OHIO corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at CLEVELAND, OH this 1st day of OCTOBER, 2004.

*Debra A. Grim*  
Notary Public  
My Commission Expires: \_\_\_\_\_

**DEBRA A. GRIM**  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec. 3, 2006

EXHIBIT A

25-5250-5270 cf. 263-315M GWR Tough Hatch Gravity Gate Covered Hoppers

AAR MARKINGS:

AEX5253, AEX5254, AEX5255, AEX5256, AEX5257, AEX5258, AEX5259,  
AEX5260, AEX5261, AEX5262, AEX5263, AEX5264, AEX5265, AEX5266,  
AEX5267, AEX5268, AEX5269, AEX5270, AEX5271, AEX5272, AEX5273,  
AEX5274, AEX5275, AEX5276, AEX5277

**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