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RECORDATION NO. 25234 FILED
OCT 04 '04 2-21 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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

October 4, 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 July 1, 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:	General Mills Operations Inc. P.O. Box 1113 #1 General Mills Boulevard Minneapolis, Minnesota 55428

Mr. Vernon A. Williams
October 4, 2004
Page 2

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

8 boxcars: BAEX 185, 189, 193 – 195, 199, 201 and 202.

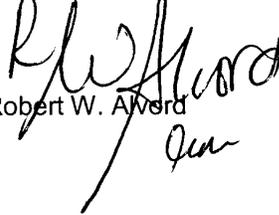
A short summary of the document to appear in the index is:

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. Alverd

RWA/anm
Enclosures

RECORDATION NO. 25234 FILED

MEMORANDUM OF LEASE

OCT 04 '04 2-21 PM

WITNESSETH

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of the 1st day of July, 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 General Mills Operations Inc., a Delaware corporation, having its principal place of business at P.O. Box 1113, #1 General Mills Blvd., Minneapolis, Minnesota 55426-55440 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement #199602- GEN dated August 1, 1996, (the "Master Lease"), and Deal #R00337 dated as of June 9, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee eight (8) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of fifty four (54) months starting July 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.

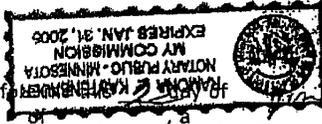
LESSEE:

By: Michael R. Murray

Title: MANAGER RAIL/INTERMODAL

STATE OF Minnesota

COUNTY OF Leake) SS:



The foregoing instrument was acknowledged before me, the undersigned, on _____, 2004, by _____, the _____ of _____ a _____ corporation, on behalf of the corporation.

[Signature]
Notary Public

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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 28th day of June, 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
(Remainder of page Intentionally Blank) Notary Public, State of Ohio
Commission Expires 8-20-06



EXHIBIT "A"

General Mills Operations Inc.
Boxcars

Lease Number #199602-GEN

Deal #R00337

1	BAEX	185	
2	BAEX	189	
3	BAEX	193	
4	BAEX	194	
5	BAEX	195	
6	BAEX	199	
7	BAEX	201	
8	BAEX	202	

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
Edward M. Luria