

RECORDATION NO. 25376 FILED

DEC 28 '04 12:57 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

December 28, 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 August 30, 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, OH 43537

Lessee: Jack Daniel Distillery  
Lem Motlow Prop., Inc.  
P.O. Box 702  
Lynchburg, TN

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

15 railcars within the series AEX 8503 – AEX 9138

Mr. Vernon A. Williams  
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Page Two

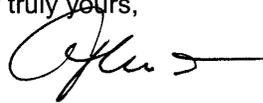
A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 30th day of August, 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 Jack Daniel Distillery, Lem Motlow Prop., Inc, a Tennessee corporation, having its principal office at P. O. Box 702, Lynchburg, Tennessee (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated August 1, 2004, (the "Master Lease"), and Deal #R00312 dated as of August 30, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee fifteen (15) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) months starting December 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.

*[Signature Pages to Follow]*

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SURFACE TRANSPORTATION BOARD

LESSEE:

By: Thomas R Beam

Title: Sr. P. i General Mgr.

STATE OF Tennessee

COUNTY OF Moore ) SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of August, 2004, by Thomas R. Beam the V.P. & General Mgr. TDD, a Tal corporation, on behalf of the corporation.

Becky Weatherspoon  
Notary Public

**Becky Weatherspoon**  
Notary Public at Large  
Moore County, Tennessee  
My commission expires  
10/28/07

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 30<sup>th</sup> day of August, 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 8-20-06

| Jack Daniels Distillery |                 | R00312     |
|-------------------------|-----------------|------------|
| Stencil Number          | Prior Stencil # |            |
| 1                       | AEX 008503      | ACFX097060 |
| 2                       | AEX 008550      | ACFX097183 |
| 3                       | AEX 008557      | ACFX097193 |
| 4                       | AEX 008561      | ACFX097198 |
| 5                       | AEX 008564      | ACFX097204 |
| 6                       | AEX 008570      | ACFX097213 |
| 7                       | AEX 008573      | ACFX097218 |
| 8                       | AEX 008589      | ACFX097509 |
| 9                       | AEX 008598      | ACFX097519 |
| 10                      | AEX 008607      | ACFX097533 |
| 11                      | AEX 008617      | ACFX097550 |
| 12                      | AEX 009100      | ACFX098454 |
| 13                      | AEX 009133      | ACFX097621 |
| 14                      | AEX 009135      | ACFX097974 |
| 15                      | AEX 009138      | ACFX097995 |

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 12/28/04



\_\_\_\_\_  
Robert W. Alvord