

RECORDATION NO. 25404 FILED

JAN 12 '05 10-46 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

January 11, 2005

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 December 21, 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:	C&J Railroad Company (d/b/a Mississippi Delta Railroad 1710-L East 10 <sup>th</sup> Street Jeffersonville, Illinois 47130

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

20 boxcars within the series GNRR 043573 - GNRR 043696 and GNRR 602007 - GNRR 602019 as more particularly set forth in the equipment schedule 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 \$32.00 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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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 21st day of December, 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 C&J Railroad Company dba Mississippi Delta Railroad, an Indiana corporation, having its principal place of business at 1710-L E. 10th Street, Jeffersonville, Illinois 47130 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated December 21, (the "Master Lease"), and Deal #C00675 dated as of December 21, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee twenty (20) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of twelve (12) months starting January 1, 2005.
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]***

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

C&J RAILROAD COMPANY  
dba MISSISSIPPI DELTA RAILROAD

By: Reggie Howell

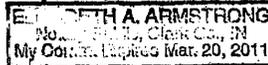
Title: PRESIDENT

STATE OF INDIANA )

COUNTY OF CLARK ) SS:

The foregoing instrument was acknowledged before me this 21st day of December, 2004, by Reggie Howell, the President of C&J Railroad Company dba Mississippi Delta Railroad, a ~~Florida~~ Indiana corporation, on behalf of the corporation.  
AN INDIANA

Elizabeth A. Armstrong  
Notary Public

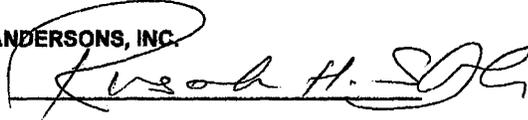


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LESSOR:

THE ANDERSONS, INC.

By:

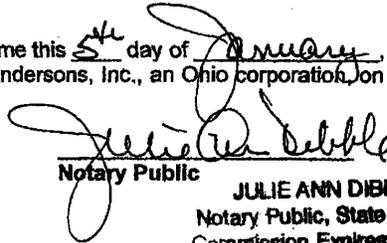


Title: President, Rail Group

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of January, 2008, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Notary Public  
JULIE ANN DIBBLE  
Notary Public, State of Ohio  
Commission Expires 8-20-05

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**EXHIBIT "A"**

C&J Railroad Company  
dba Mississippi Delta Railroad  
Twenty (20) Boxcars

Deal #C00675

1	GNRR043573
2	GNRR043575
3	GNRR043581
4	GNRR043585
5	GNRR043654
6	GNRR043657
7	GNRR043658
8	GNRR043659
9	GNRR043660
10	GNRR043661
11	GNRR043664
12	GNRR043667
13	GNRR043673
14	GNRR043674
15	GNRR043692
16	GNRR043696
17	GNRR602007
18	GNRR602011
19	GNRR602012
20	GNRR602019

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: \_\_\_\_\_

1/11/05



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