

RECORDATION NO. 25601 FILED

MAY 24 '05

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 24, 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 November 22, 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.
Number One General Mills Boulevard
P.O. Box 1113
Minneapolis, Minnesota 55440-1113

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

16 covered hopper cars within the series BAEX 000180 - BAEX 000256 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 \$33.00 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

MAY 24 '05

4-18 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE**WITNESSETH**

This Memorandum of Lease is entered into as of the 22nd day of November, 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 Number One General Mills Blvd., P.O. Box 1113, Minneapolis, MN 55440-1113 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated August 1, 1996, (the "Master Lease"), and Deal #R00674 dated as of November 22, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee sixteen (16) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of thirty-six (36) 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:

GENERAL MILLS OPERATIONS INC.

By: Mike Murray

Title: MANAGER OF RENT/FUTURE HOUSING

STATE OF Minnesota

COUNTY OF _____) SS:

The foregoing instrument was acknowledged before me this 16 day of November, 2004, by _____, the _____ of General Mills Operations Inc., a Delaware corporation, on behalf of the corporation.



Ramona C. Kastebauer
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 22nd day of November, 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 8-30-05

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EXHIBIT "A"	
General Mills Operations Inc. 16 Covered Hopper Cars Deal #R00674	
1	BAEX000180
2	BAEX000205
3	BAEX000207
4	BAEX000208
5	BAEX000216
6	BAEX000218
7	BAEX000221
8	BAEX000226
9	BAEX000234
10	BAEX000237
11	BAEX000238
12	BAEX000239
13	BAEX000245
14	BAEX000254
15	BAEX000255
16	BAEX000256

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: _____

5/24/05



Robert W. Alvord