

RECORDATION NO. 25609 FILED

MAY 31 '05 2-52 PM

SURFACE TRANSPORTATION BOARD

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

May 31, 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 April 25, 2005, 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
May 31, 2005
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A description of the railroad equipment covered by the enclosed document is:

6 boxcars within the series BAEX 541 - BAEX 741 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,

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 25th day of April 2005, 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 #R00752 dated as of April 25, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee six (6) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting May 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 caused this instrument to be executed and delivered the day and year first above written.

Lessee

GENERAL MILLS OPERATIONS INC.

By: 

Printed Name: PAUL SUTTON

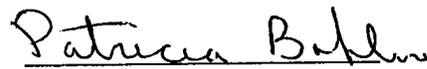
Title: Recruiting Manager

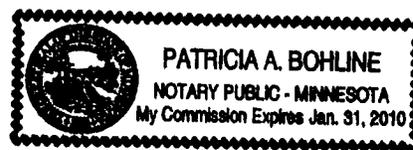
Date: 4/20/05

STATE OF Minnesota

COUNTY OF Hennepin) SS:

The foregoing instrument was acknowledged before me this 25 day of April, 2005, by Paul Sutton, the Recruiting mgr of General Mills Operations Inc., a Delaware corporation, on behalf of the corporation.


Notary Public



Lessor

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

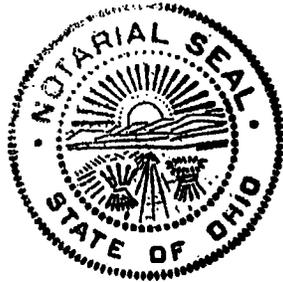
Title: President, Rail Group

Date: 4/29/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 29th day of April, 2005, 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 8-20-05

EXHIBIT "A"		
General Mills Operations Inc.		
Six (6) boxcars		
Deal #R00752		
1	BAEX	541
2	BAEX	732
3	BAEX	733
4	BAEX	737
5	BAEX	740
6	BAEX	741

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: 5/31/05



Robert W. Alvord