

RECORDATION NO. 25638 FILED

JUN 16 '05 11-35 AM

SURFACE TRANSPORTATION BOARD

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

June 16, 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 May 31, 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:	Conrad Yelvington Distributors Inc. 2336 Bellevue Avenue Daytona Beach, Florida 32114-5614

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

129 open top hopper railcars within the series CYDX 001600 – CYDX 001728 and GNRR 001615 - GNRR 007714 as more particularly set forth in the equipment schedule attached to the document.

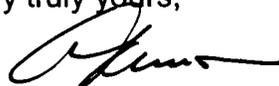
A short summary of the document to appear in the index is:

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

JUN 16 '05 11-35 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 31st day of May, 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 Conrad Yelvington Distributors, Inc., a Florida corporation, having its principal place of business at 2336 Bellevue Ave., Daytona Beach, Florida 32114-5614 (hereinafter "Lessee").

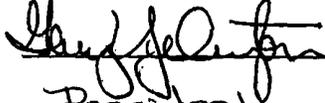
1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated effective as of January 1, 2005, (the "Master Lease"), and Deal #R00718 dated effective as of January 1, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee one hundred and twenty nine (129) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting as of 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:

CONRAD YELVINGTON DISTRIBUTORS, INC.

By: 
Title: President

STATE OF FLORIDA)

COUNTY OF VOLUSIA) SS:

The foregoing instrument was acknowledged before me this 31st day of May, 2005, by GARY YELVINGTON, the PRESIDENT of Conrad Yelvington Distributors, Inc., a Florida corporation, on behalf of the corporation.



MARK W. KLEBE
Notary Public, State of Florida
My comm. expires July 1, 2009
Comm. No. DD 432075


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 14th day of ^{June}~~May~~, 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 8-20-06

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EXHIBIT "A"							
CONRAD YELVINGTON DISTRIBUTORS, INC.							
129 open top hoppers							
Deal #R00718							
1	CYDX001600	36	CYDX001601	71	CYDX001659	106	GNRR001615
2	CYDX001612	37	CYDX001602	72	CYDX001660	107	GNRR001617
3	CYDX001618	38	CYDX001603	73	CYDX001662	108	GNRR001627
4	CYDX001620	39	CYDX001604	74	CYDX001664	109	GNRR001633
5	CYDX001623	40	CYDX001605	75	CYDX001665	110	GNRR001654
6	CYDX001625	41	CYDX001606	76	CYDX001666	111	GNRR001655
7	CYDX001626	42	CYDX001607	77	CYDX001667	112	GNRR001658
8	CYDX001638	43	CYDX001608	78	CYDX001668	113	GNRR001673
9	CYDX001647	44	CYDX001609	79	CYDX001669	114	GNRR001675
10	CYDX001648	45	CYDX001610	80	CYDX001670	115	GNRR001682
11	CYDX001653	46	CYDX001611	81	CYDX001671	116	GNRR001684
12	CYDX001657	47	CYDX001614	82	CYDX001679	117	GNRR001687
13	CYDX001661	48	CYDX001616	83	CYDX001681	118	GNRR001699
14	CYDX001663	49	CYDX001619	84	CYDX001683	119	GNRR001702
15	CYDX001672	50	CYDX001621	85	CYDX001686	120	GNRR001703
16	CYDX001677	51	CYDX001622	86	CYDX001690	121	GNRR001716
17	CYDX001678	52	CYDX001624	87	CYDX001691	122	GNRR001718
18	CYDX001688	53	CYDX001628	88	CYDX001693	123	GNRR001724
19	CYDX001689	54	CYDX001629	89	CYDX001696	124	GNRR001729
20	CYDX001692	55	CYDX001630	90	CYDX001697	125	GNRR004720
21	CYDX001694	56	CYDX001634	91	CYDX001698	126	GNRR007612
22	CYDX001695	57	CYDX001635	92	CYDX001700	127	GNRR007685
23	CYDX001705	58	CYDX001637	93	CYDX001701	128	GNRR007706
24	CYDX001711	59	CYDX001639	94	CYDX001704	129	GNRR007714
25	CYDX001719	60	CYDX001640	95	CYDX001707		
26	CYDX001721	61	CYDX001641	96	CYDX001708		
27	CYDX001722	62	CYDX001642	97	CYDX001709		
28	CYDX001723	63	CYDX001643	98	CYDX001710		
29	CYDX001725	64	CYDX001644	99	CYDX001712		
30	GNRR001631	65	CYDX001645	100	CYDX001713		
31	GNRR001632	66	CYDX001649	101	CYDX001715		
32	GNRR001636	67	CYDX001650	102	CYDX001717		
33	GNRR001646	68	CYDX001651	103	CYDX001726		
34	GNRR001674	69	CYDX001652	104	CYDX001727		
35	GNRR001676	70	CYDX001656	105	CYDX001728		

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: 6/16/05



Robert W. Alvord