

RECORDATION NO. 25869 FILED

SEP 30 '05

12-46 PM

SURFACE TRANSPORTATION BOARD

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

September 30, 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 July 19, 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: Transportation Equipment, Inc.
16225 Park Ten Place
Suite 800
Houston, TX 77084

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

60 covered hoppers within the series AEX 006597 – AEX 006690

Mr. Vernon A. Williams
September 30, 2005
Page Two

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

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 document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "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 14th day of July, 2005, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and Transportation Equipment, Inc., a Texas corporation, having its principal place of business at 16225 Park Ten Place, Suite 800, Houston, Texas 77084 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #2000001-TEI dated as of February 28, 2000 (the "Master Lease"), and Deal #R00788 dated effective as of July 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee sixty (60) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting July 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease 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:

TRANSPORTATION EQUIPMENT, INC.

By: Jed W. Helmery

Title: Vice President

STATE OF Texas)

COUNTY OF HARRIS) SS:



The foregoing instrument was acknowledged before me this 14th day of July, 2005, by JED HELMERY, the VICE PRESIDENT of Transportation Equipment, Inc., a Texas corporation, on behalf of the corporation.

Lori Hughes
Notary Public

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LESSOR:

THE ANDERSONS, INC.

By:

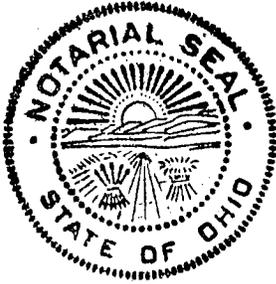
Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 19th day of July, 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

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EXHIBIT "A"			
Transportation Equipment Inc.			
60 Covered Hoppers			
Deal #R00788			
1	AEX 006597	31	AEX 006642
2	AEX 006598	32	AEX 006644
3	AEX 006600	33	AEX 006645
4	AEX 006602	34	AEX 006647
5	AEX 006603	35	AEX 006649
6	AEX 006605	36	AEX 006650
7	AEX 006607	37	AEX 006653
8	AEX 006609	38	AEX 006654
9	AEX 006610	39	AEX 006655
10	AEX 006611	40	AEX 006656
11	AEX 006612	41	AEX 006658
12	AEX 006613	42	AEX 006660
13	AEX 006614	43	AEX 006662
14	AEX 006615	44	AEX 006663
15	AEX 006616	45	AEX 006665
16	AEX 006619	46	AEX 006667
17	AEX 006620	47	AEX 006669
18	AEX 006621	48	AEX 006670
19	AEX 006622	49	AEX 006671
20	AEX 006623	50	AEX 006672
21	AEX 006624	51	AEX 006673
22	AEX 006626	52	AEX 006677
23	AEX 006627	53	AEX 006678
24	AEX 006629	54	AEX 006679
25	AEX 006631	55	AEX 006680
26	AEX 006632	56	AEX 006681
27	AEX 006636	57	AEX 006683
28	AEX 006638	58	AEX 006684
29	AEX 006639	59	AEX 006689
30	AEX 006640	60	AEX 006690

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: September 30, 2005



Robert W. Alvord