

RECORDATION NO. 26165 FILED

FEB 01 '06 11-18 AM

SURFACE TRANSPORTATION BOARD

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

February 1, 2006

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 4, 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
February 1, 2006
Page 2

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

6 covered hopper cars within the series AEX 005873- AEX 005922 as more particularly set forth on the schedule attached to the document.

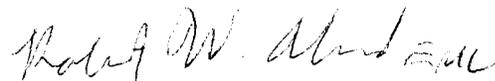
A short summary of the document to appear in the index is:

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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 4th day of November, 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, Minnesota 55440-1113 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated August 1, 1996 (the "Master Lease"), and Deal #R00867 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee six (6) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars").
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:

GENERAL MILLS OPERATIONS INC.

By: *Ronald D. Olson*

Printed Name: RONALD D OLSON

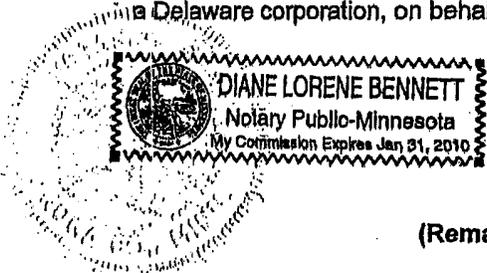
Title: VICE PRESIDENT

Date: 10/31/05

STATE OF Minnesota

COUNTY OF Hennepin) SS:

The foregoing instrument was acknowledged before me this 31 day of October, 2005, by Ronald D. Olson, the Vice President of General Mills Operations Inc., a Delaware corporation, on behalf of the corporation.



Diane Lorene Bennett
Notary Public

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LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah
Printed
Name: Rasesh H. Shah

Title: President, Rail Group

Date: 11/4/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 4th day of November, 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
My Commission Expires 08-20-2010

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EXHIBIT "A"	
Six (6) Covered Hoppers	
Deal #R00867	
1	AEX 005873
2	AEX 005876
3	AEX 005903
4	AEX 005913
5	AEX 005916
6	AEX 005922

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: February 1, 2006



Edward M. Luria