

RECORDATION NO. 26289 FILED

APR 05 '06 1:08 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

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

April 3, 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 March 30, 2006, 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:	Wheeling & Lake Erie Railway Company 100 East First Street Brewster, Ohio 44613

Mr. Vernon A. Williams
April 3, 2006
Page 2

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

25 boxcars within the series WE 004002 - WE 004038 as more particularly set forth in the equipment schedule attached to the document.

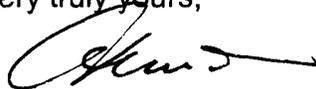
A short summary of the document to appear in the index is:

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 stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 26289 FILED

APR 05 '06 1:08 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 30th day of March, 2006, 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 Wheeling & Lake Erie Railway Company, a Delaware corporation, having its principal place of business at 100 East First Street, Brewster, OH 44613 (hereinafter "Lessee").

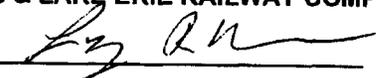
1. Lessor and Lessee are parties to that certain Net Lease Agreement dated effective as of March 1, 2006 (the "Master Lease"), and Deal #R00958 dated effective as of March 1, 2006 (the "Schedule"), whereby Lessor leases to Lessee twenty-five (25) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
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]

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

Lessee

WHEELING & LAKE ERIE RAILWAY COMPANY

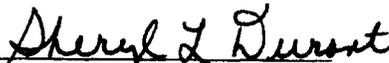
By: 
Printed
Name: LARRY R. PARSONS
Title: CHAIRMAN & CEO
Date: March 30, 2006

W&LE

STATE OF Ohio)

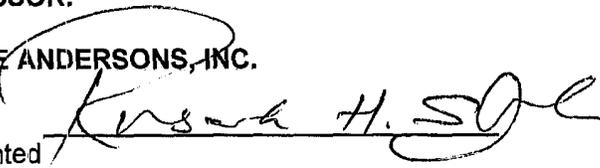
COUNTY OF Stark) SS:

The foregoing instrument was acknowledged before me this 30 day of March, 2006, by Larry R. Parsons, the Chairman & CEO of Wheeling & Lake Erie Railway Company, a Delaware corporation, on behalf of the corporation.


Notary Public
SHERYLL DURANT
NOTARY PUBLIC, STATE OF OHIO
My Commission Expires 08-30-09

LESSOR:

THE ANDERSONS, INC.

By: 

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: March 30, 2006

STATE OF OHIO

)

COUNTY OF LUCAS

)

SS:

The foregoing instrument was acknowledged before me this 30th day of March, 2006, 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, State of Ohio

My Commission Expires 08-20-2010

EXHIBIT "A"			
Twenty-Five (25) Boxcars			
1	WE 004002	14	WE 004018
2	WE 004004	15	WE 004019
3	WE 004006	16	WE 004020
4	WE 004007	17	WE 004021
5	WE 004009	18	WE 004022
6	WE 004010	19	WE 004023
7	WE 004011	20	WE 004024
8	WE 004012	21	WE 004025
9	WE 004013	22	WE 004031
10	WE 004014	23	WE 004033
11	WE 004015	24	WE 004035
12	WE 004016	25	WE 004038
13	WE 004017		

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: 4-4-06



Robert W. Alvord