

RECORDATION NO. 26423 FILED

JUN 28 '06

1-55 PM

SURFACE TRANSPORTATION BOARD

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

June 23, 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 March 9, 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 W. Dussel Drive  
Maumee, OH 43537

Lessee:                   General Mills Operations Inc.  
Number One General Mills Blvd.  
PO Box 1113  
Minneapolis, MN 55440-1113

Mr. Vernon A. Williams  
June 23, 2006  
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A description of the railroad equipment covered by the enclosed document is:

20 covered hopper railcars within the series AEX 11986 – AEX 12116 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 \$34.00 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,



Edward M. Luria

EML/sem  
Enclosures

JUN 28 '06 1-55 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 9<sup>th</sup> 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 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").

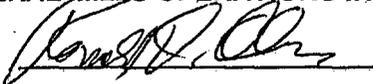
1. Lessor and Lessee are parties to that certain Full Service Lease Agreement 199602-GEN dated August 1, 1996 (the "Master Lease"), and Deal #R00930 dated as of March 9, 2006 (the "Schedule"), whereby Lessor leases to Lessee twenty (20) railcars bearing railroad reporting marks as noted on attached Exhibit "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:**

**GENERAL MILLS OPERATIONS INC.**

By: 

Printed  
Name: Ronald D. Olson

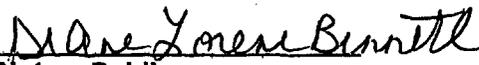
Title: Vice President

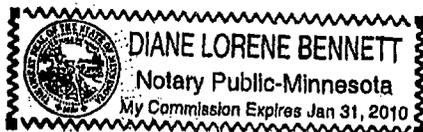
Date: 3/1/06

STATE OF Minnesota )

COUNTY OF Hennepin ) SS:

The foregoing instrument was acknowledged before me this 1 day of MARCH, 2006, by Ronald D. Olson, the Vice President 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: 3/9/06

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 9th 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

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010



<b>EXHIBIT "A"</b>	
<b>Twenty (20) Covered Hoppers</b>	
1	AEX 011986
2	AEX 011987
3	AEX 011988
4	AEX 011990
5	AEX 011994
6	AEX 011997
7	AEX 012007
8	AEX 012011
9	AEX 012019
10	AEX 012028
11	AEX 012064
12	AEX 012067
13	AEX 012072
14	AEX 012083
15	AEX 012086
16	AEX 012089
17	AEX 012092
18	AEX 012104
19	AEX 012111
20	AEX 012116

**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: 6/28/06

  
\_\_\_\_\_  
Robert W. Alvord