

RECORDATION NO.

26684 - A
FILED

DEC 12 '06 -3 2 0 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
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December 12, 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 10, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 26684.

The name names and address addresses of the party parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Lessee: Bartlett Milling Company, L.P.
4800 Main Street, Suite 600
Kansas City, Missouri 64112

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

65 hopper railcars within the series AEX 5368 – AEX 5455 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,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

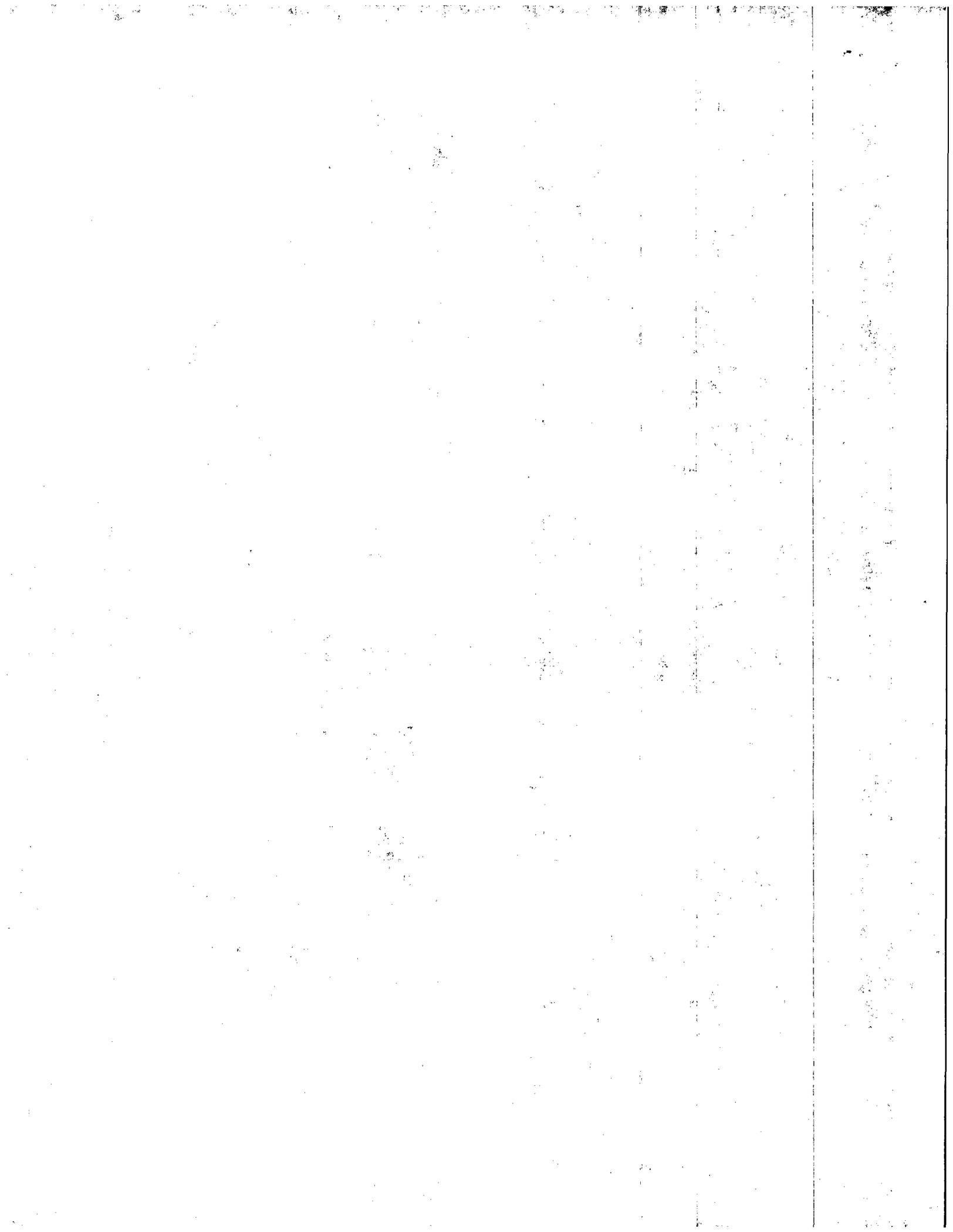
MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 10th day of November, 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 Bartlett Milling Company, L.P., a Missouri limited partnership, having its principal place of business at 4800 Main Street, Suite 600, Kansas City, Missouri 64112 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated November 10, 2006 (the "Master Lease"), and Deal #R01047 dated as of November 10, 2006 (the "Schedule"), whereby Lessor leases to Lessee sixty-five (65) 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]



LESSOR:

THE ANDERSONS, INC.

By:
Printed

Name: Rasesh H. Shah

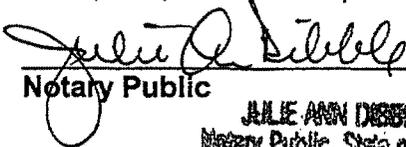
Title: President, Rail Group

Date: 11/13/06

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 13th day of November, 2006, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.


Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 03-20-2010



EXHIBIT A

Car List

Sixty-Five (65) Pressure Differential Hoppers

1	AEX 005368	26	AEX 005400	51	AEX 005445
2	AEX 005369	27	AEX 005401	52	AEX 005446
3	AEX 005371	28	AEX 005402	53	AEX 005447
4	AEX 005373	29	AEX 005403	54	AEX 005448
5	AEX 005374	30	AEX 005404	55	AEX 005449
6	AEX 005375	31	AEX 005405	56	AEX 005450
7	AEX 005376	32	AEX 005407	57	AEX 005452
8	AEX 005377	33	AEX 005416	58	AEX 005453
9	AEX 005380	34	AEX 005418	59	AEX 005454
10	AEX 005381	35	AEX 005422	60	AEX 005455
11	AEX 005382	36	AEX 005423	61	AEX005395
12	AEX 005383	37	AEX 005425	62	AEX005397
13	AEX 005384	38	AEX 005427	63	AEX005420
14	AEX 005385	39	AEX 005428	64	AEX005431
15	AEX 005386	40	AEX 005429	65	AEX005444
16	AEX 005387	41	AEX 005430		
17	AEX 005388	42	AEX 005432		
18	AEX 005389	43	AEX 005433		
19	AEX 005391	44	AEX 005434		
20	AEX 005392	45	AEX 005436		
21	AEX 005393	46	AEX 005437		
22	AEX 005394	47	AEX 005439		
23	AEX 005396	48	AEX 005441		
24	AEX 005398	49	AEX 005442		
25	AEX 005399	50	AEX 005443		

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: 12/12/06



Robert W. Alvord