

RECORDATION NO. 26903 FILED

APR 03 '07 -10 05 AM

SURFACE TRANSPORTATION BOARD

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

April 3, 2007

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 May 11, 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:	General Mills Operations Inc. Number One General Mills Boulevard P.O. Box 1113 Minneapolis, Minnesota 55440-1113

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

29 covered hopper cars within the series AEX 005559- AEX 005703 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 \$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/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 11 day of May, 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 Boulevard, 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 #R00986 dated effective as of May 1, 2006 (the "Schedule"), whereby Lessor leases to Lessee twenty-nine (29) 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: *Ronald D. Olson*

Printed Name: Ronald D. Olson

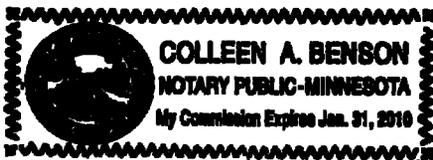
Title: VICE PRESIDENT

Date: 5/11/06

STATE OF Minnesota)

COUNTY OF Hennepin) SS:

The foregoing instrument was acknowledged before me this 11th day of May, 2006, by Ronald D. Olson, the Vice President of General Mills Operations Inc., a Delaware corporation, on behalf of the corporation.



Colleen A. Benson
Notary Public

LESSOR:

THE ANDERSONS, INC.

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

Title: President, Rail Group

Date: 5/26/06

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 26th day of May, 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



EXHIBIT A			
Twenty-Nine (29) Covered Hoppers			
1	AEX 005559	18	AEX 005805
2	AEX 005566	17	AEX 005807
3	AEX 005568	18	AEX 005810
4	AEX 005570	19	AEX 005811
5	AEX 005572	20	AEX 005814
6	AEX 005573	21	AEX 005827
7	AEX 005575	22	AEX 005831
8	AEX 005578	23	AEX 005840
9	AEX 005579	24	AEX 005842
10	AEX 005581	25	AEX 005879
11	AEX 005585	26	AEX 005883
12	AEX 005586	27	AEX 005888
13	AEX 005600	28	AEX 005701
14	AEX 005602	29	AEX 005703
15	AEX 005603		

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: 4/3/07



Robert W. Alvord