

RECORDATION NO. 27741 FILED

DEC 03 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

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December 3, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 April 10, 2008, 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:                   LifeLine Foods LLC  
2811 South 11<sup>th</sup> Street  
St. Joseph, Missouri 64503

Anne K. Quinlan, Esquire  
December 3, 2008  
Page 2

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

22 covered hopper railcars within the series AEX 5022 – AEX 9164 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 \$41.00 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 'Robert W. Alvord', with a checkmark below the first letter 'R'.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 03 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 10<sup>th</sup> day of April, 2008, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and LifeLine Foods LLC, a Missouri limited liability company, having its principal place of business at 2811 South 11th Street, St. Joseph, Missouri 64503 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated April 10, 2008 (the "Master Lease"), and Deal #R01268 dated as of April 10, 2008 (the "Schedule"), whereby Lessor leases to Lessee twenty-two (22) 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:**

**LIFELINE FOODS LLC**

By: Michelle Clary  
Printed Name: Michelle Clary  
Title: CFO  
Date: 04-10-08

STATE OF Missouri  
COUNTY OF Beauharnois SS:

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of April, 2008, by Michelle Clary, the CFO of LifeLine Foods LLC, a Missouri limited liability company, on behalf of the company.

Sharon M. Millard  
Notary Public  
*Commission expires August 14, 2009*



LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 4/16/08

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of April, 2008, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Dibble  
Julie Ann Dibble  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010



**EXHIBIT A**

**Car List**

**Twenty-Two (22) Covered Hoppers**

1	AEX 005022	12	AEX 005890
2	AEX 005596	13	AEX 006410
3	AEX 005619	14	AEX 006492
4	AEX 005630	15	AEX 006512
5	AEX 005643	16	AEX 005067
6	AEX 005697	17	AEX 009167
7	AEX 005700	18	AEX 009263
8	AEX 005704	19	AEX 009264
9	AEX 005844	20	AEX 009168
10	AEX 005855	21	AEX 009161
11	AEX 005888	22	AEX 009164

**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: 12/3/08



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