

RECORDATION NO 30934-B FILED
September 26, 2013 04:00 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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September 26, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 19, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 30934.

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

Lessor: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

Chief
Section of Administration
September 26, 2013
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A description of the railroad equipment covered by the enclosed document is:

39 tank railcars within the series TAEX 1248 – TAEX 1270 and TAEX 1344 – TAEX 1442 as more particularly set forth in the attachment to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$42.00 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

MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 005)

Dated as of September 19, 2013

between

FIFTH THIRD EQUIPMENT FINANCE COMPANY,

Lessor

and

THE ANDERSONS, INC.

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2013, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT (Equipment Schedule No. 005) dated as of September 19, 2013, is made by and between THE ANDERSONS, INC., a corporation organized under the laws of the State of Ohio, ("Lessee"), and FIFTH THIRD EQUIPMENT FINANCE COMPANY, an Ohio corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, dated March 30, 2007, together with Equipment Schedule No. 005 dated September 19, 2013 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor thirty-nine (39) railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement (Equipment Schedule No. 005) to be signed and sealed by their respective corporate officers as of the date and year first above written.

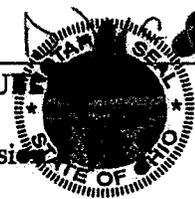
Lessor:

FIFTH THIRD EQUIPMENT FINANCE COMPANY

By: 
Name: Robert Krafting, VP
Title:

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)
) September

On this 26 day of ~~July~~, 2013, before me the subscriber personally appeared Robert Krafting, who being by me duly sworn, did depose and say: that he is a VP of FIFTH THIRD EQUIPMENT FINANCE COMPANY the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.


NOTARY PUBLIC Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013


[Lessor signature page]

EXHIBIT A

Assigned Car
Mark

TAEX 1270
TAEX 1265
TAEX 1366
TAEX 1442
TAEX 1253
TAEX 1254
TAEX 1259
TAEX 1261
TAEX 1262
TAEX 1266
TAEX 1268
TAEX 1347
TAEX 1352
TAEX 1355
TAEX 1356
TAEX 1359
TAEX 1363
TAEX 1365
TAEX 1367
TAEX 1368
TAEX 1369
TAEX 1354
TAEX 1256
TAEX 1255
TAEX 1350
TAEX 1344
TAEX 1249
TAEX 1251
TAEX 1252
TAEX 1257
TAEX 1258
TAEX 1260
TAEX 1351
TAEX 1269
TAEX 1264
TAEX 1353
TAEX 1248
TAEX 1250
TAEX 1441

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/26/13

Edward M Luria
Edward M. Luria