

RECORDATION NO 30834-A FILED
July 10, 2013 04:10 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 10, 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 July 10, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 30834.

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

Lessor: The Huntington National Bank
105 East 4th Street
Cincinnati, OH 43537

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

Section Chief
July 10, 2013
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A description of the railroad equipment covered by the enclosed document is:

40 tank railcars: TAEX 000660 – TAEX 000699, inclusive.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 10, 2013, by and between **THE ANDERSONS, INC.**, an Ohio corporation with an address at 480 W. Dussel Drive, Maumee, OH 43537 ("Lessee") and **THE HUNTINGTON NATIONAL BANK**, a national banking association with an address of 105 East 4th Street, Cincinnati, OH 43537 ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Schedule I attached hereto (the "Railcars").
2. All of such railcars are more fully described in that certain Schedule No. 3 dated as of July 10, 2013 (the "Schedule") between Lessor and Lessee. The Schedule incorporates by reference the terms and conditions of that certain Master Lease Agreement No. 73929 dated as of December 31, 2009 (the "Master") between Lessee and Lessor. The Schedule and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein, as, the "Lease."
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

THE ANDERSONS, INC.

By: Catherine Shelnick

Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

STATE OF OHIO)
) ss:
COUNTY OF Lucas)

On this 10th day of July, 2013, before me the subscriber, Rachel D. Fox, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Catherine Shelnick, to me personally known, who stated and acknowledged that she is the Asst Treasurer, Short-Term Funding of The Andersons, Inc., an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Bill of Sale for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Bill of Sale as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10th day of July, 2013.

Rachel D. Fox
(Notary Signature)

My commission expires:



RACHEL D. FOX
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 02-28-2018

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

THE HUNTINGTON NATIONAL BANK

By: 

Name: Amy R. Phillips

Title: Assistant Vice President

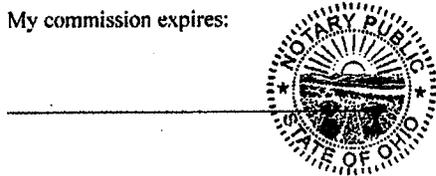
STATE OF OHIO)
) SS:
COUNTY OF FRANKLIN)

On this 10 day of July, 2013, before me the subscriber, Jessica J. Gourash, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Amy R. Phillips, to me personally known, who stated and acknowledged that he/she is the Assistant Vice President of The Huntington National Bank, a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said association in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said association and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said association, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 10 day of July, 2013.


(Notary Signature)

My commission expires:



JESSICA J. GOURASH
Notary Public, State of Ohio
My Comm. Expires 01-03-2016

**SCHEDULE I
TO
MEMORANDUM OF LEASE**

CARS:

Forty (40) 2008 23,570 - 23,740 gallon UTLX Corp. built tank cars bearing car marks:

1	TAEX000660	21	TAEX000680
2	TAEX000661	22	TAEX000681
3	TAEX000662	23	TAEX000682
4	TAEX000663	24	TAEX000683
5	TAEX000664	25	TAEX000684
6	TAEX000665	26	TAEX000685
7	TAEX000666	27	TAEX000686
8	TAEX000667	28	TAEX000687
9	TAEX000668	29	TAEX000688
10	TAEX000669	30	TAEX000689
11	TAEX000670	31	TAEX000690
12	TAEX000671	32	TAEX000691
13	TAEX000672	33	TAEX000692
14	TAEX000673	34	TAEX000693
15	TAEX000674	35	TAEX000694
16	TAEX000675	36	TAEX000695
17	TAEX000676	37	TAEX000696
18	TAEX000677	38	TAEX000697
19	TAEX000678	39	TAEX000698
20	TAEX000679	40	TAEX000699

LEASE: Schedule No. 3 dated July 10, 2013 to that Master Lease Agreement dated December 31, 2009 between The Andersons, Inc. and The Huntington National Bank.

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: 7/10/13

Edward M Luria
Edward M. Luria