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June 23, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of June 23, 2015. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A3 (OH1-1085)
Columbus, OH 43240

Lessee:

The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

A description of the equipment covered by the Memorandum of Lease Agreement consists of 152 covered hopper cars numbered CAEX 47000, 47001, 47002, 47004-47106, inclusive, 47108-47112, inclusive, and 47114-47154, inclusive.

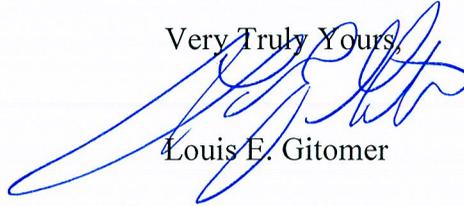
A fee of \$ 43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
June 23, 2015
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and The Andersons, Inc., 480 W. Dussel Drive, Maumee, OH 43537, covering 152 covered hopper cars numbered CAEX 47000, 47001, 47002, 47004-47106, inclusive, 47108-47112, inclusive, and 47114-47154, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of June 23, 2015

between

JPMORGAN CHASE BANK, N.A.,
as Lessor,

and

THE ANDERSONS, INC.,
as Lessee,

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 25, 2015 by and between JPMORGAN CHASE BANK, N.A. ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and THE ANDERSONS, INC. ("Lessee"), 480 West Dussel Drive, Maumee, OH 43537, 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 Exhibit No. 1 attached hereto.
2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.
3. 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 executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: 
Name: LARRY SPENCER
Title: Authorized Officer

THE ANDERSONS, INC.

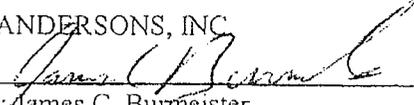
By: _____
Name: James C. Burmeister
Title: Vice President, Finance & Treasurer

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: _____
Name: _____
Title: Authorized Officer

THE ANDERSONS, INC

By:  _____
Name: James C. Burnmeister
Title: Vice President, Finance & Treasurer

STATE OF Ohio)
) ss.
CITY OF Delaware)

On this 17th day of June, 2015, before me, Laura A. Noble, the undersigned Notary Public, personally appeared Laura Spence personally known to me to be the person who executed the within instrument as Agent on behalf of the corporation therein named, 144 acknowledged to me that the corporation executed it.



Laura A. Noble
Notary Public, State of Ohio
My Commission Expires 10-24-2016

Laura A. Noble
Notary Public

My commission expires:
10-24, 16

STATE OF Ohio)
) ss.
CITY OF Maumee)

On this 17 day of June 2015, before me Lindsay Fisher the undersigned Notary Public, personally appeared Janus C. Burmeister personally known to me to be the person who executed the within instrument as Vice President, Finance Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

[Seal]

Lindsay Fisher
Notary Public

My commission expires:

Oct 5, 2019



LINDSAY FISHER
Notary Public, State of Ohio
My Commission Expires 10/5/19

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

One hundred fifty-two (152) General Service Covered Hopper Railcars

1	EEC 007700	CAEX047000	39	EEC 007739	CAEX047039	77	EEC 051027	CAEX047077	115	RVPR006296	CAEX047117
2	EEC 007701	CAEX047001	40	EEC 007740	CAEX047040	78	EEC 051028	CAEX047078	116	RVPR006297	CAEX047118
3	EEC 007702	CAEX047002	41	EEC 007741	CAEX047041	79	EEC 051029	CAEX047079	117	RVPR006298	CAEX047119
4	EEC 007704	CAEX047004	42	EEC 007742	CAEX047042	80	EEC 051030	CAEX047080	118	RVPR006299	CAEX047120
5	EEC 007705	CAEX047005	43	EEC 007743	CAEX047043	81	EEC 051031	CAEX047081	119	RVPR006300	CAEX047121
6	EEC 007706	CAEX047006	44	EEC 007744	CAEX047044	82	EEC 051032	CAEX047082	120	RVPR006301	CAEX047122
7	EEC 007707	CAEX047007	45	EEC 007745	CAEX047045	83	EEC 051033	CAEX047083	121	RVPR006302	CAEX047123
8	EEC 007708	CAEX047008	46	EEC 007747	CAEX047046	84	EEC 051034	CAEX047084	122	RVPR006303	CAEX047124
9	EEC 007709	CAEX047009	47	EEC 007748	CAEX047047	85	EEC 051035	CAEX047085	123	RVPR006304	CAEX047125
10	EEC 007710	CAEX047010	48	EEC 007749	CAEX047048	86	EEC 051036	CAEX047086	124	RVPR006305	CAEX047126
11	EEC 007711	CAEX047011	49	EEC 007750	CAEX047049	87	EEC 051037	CAEX047087	125	RVPR006306	CAEX047127
12	EEC 007712	CAEX047012	50	EEC 007751	CAEX047050	88	EEC 051038	CAEX047088	126	RVPR006307	CAEX047128
13	EEC 007713	CAEX047013	51	EEC 007752	CAEX047051	89	EEC 051039	CAEX047089	127	RVPR006308	CAEX047129
14	EEC 007714	CAEX047014	52	EEC 007753	CAEX047052	90	EEC 051040	CAEX047090	128	RVPR006309	CAEX047130
15	EEC 007715	CAEX047015	53	EEC 051002	CAEX047053	91	EEC 051041	CAEX047091	129	RVPR006310	CAEX047131
16	EEC 007716	CAEX047016	54	EEC 051003	CAEX047054	92	EEC 051043	CAEX047092	130	RVPR006311	CAEX047132
17	EEC 007717	CAEX047017	55	EEC 051004	CAEX047055	93	EEC 051050	CAEX047093	131	RVPR006312	CAEX047133
18	EEC 007718	CAEX047018	56	EEC 051005	CAEX047056	94	EEC 051058	CAEX047094	132	RVPR006313	CAEX047134
19	EEC 007719	CAEX047019	57	EEC 051006	CAEX047057	95	EEC 051060	CAEX047095	133	RVPR006314	CAEX047135
20	EEC 007720	CAEX047020	58	EEC 051007	CAEX047058	96	EEC 051061	CAEX047096	134	RVPR006315	CAEX047136
21	EEC 007721	CAEX047021	59	EEC 051008	CAEX047059	97	EEC 051062	CAEX047097	135	RVPR006316	CAEX047137
22	EEC 007722	CAEX047022	60	EEC 051009	CAEX047060	98	EEC 051063	CAEX047098	136	RVPR006317	CAEX047138
23	EEC 007723	CAEX047023	61	EEC 051011	CAEX047061	99	EEC 051064	CAEX047099	137	RVPR006318	CAEX047139
24	EEC 007724	CAEX047024	62	EEC 051012	CAEX047062	100	EEC 051065	CAEX047100	138	RVPR006319	CAEX047140
25	EEC 007725	CAEX047025	63	EEC 051013	CAEX047063	101	EEC 051066	CAEX047101	139	RVPR006320	CAEX047141
26	EEC 007726	CAEX047026	64	EEC 051014	CAEX047064	102	EEC 051067	CAEX047102	140	RVPR006321	CAEX047142
27	EEC 007727	CAEX047027	65	EEC 051015	CAEX047065	103	EEC 051068	CAEX047103	141	RVPR006322	CAEX047143
28	EEC 007728	CAEX047028	66	EEC 051016	CAEX047066	104	EEC 051069	CAEX047104	142	RVPR006323	CAEX047144
29	EEC 007729	CAEX047029	67	EEC 051017	CAEX047067	105	EEC 051074	CAEX047105	143	RVPR006324	CAEX047145
30	EEC 007730	CAEX047030	68	EEC 051018	CAEX047068	106	EEC 051075	CAEX047106	144	RVPR006325	CAEX047146
31	EEC 007731	CAEX047031	69	EEC 051019	CAEX047069	107	EEC 051077	CAEX047108	145	RVPR006326	CAEX047147
32	EEC 007732	CAEX047032	70	EEC 051020	CAEX047070	108	HS001408	CAEX047109	146	RVPR006327	CAEX047148
33	EEC 007733	CAEX047033	71	EEC 051021	CAEX047071	109	RVPR006289	CAEX047110	147	RVPR006328	CAEX047149
34	EEC 007734	CAEX047034	72	EEC 051022	CAEX047072	110	RVPR006290	CAEX047111	148	RVPR006329	CAEX047150
35	EEC 007735	CAEX047035	73	EEC 051023	CAEX047073	111	RVPR006291	CAEX047112	149	RVPR006330	CAEX047151
36	EEC 007736	CAEX047036	74	EEC 051024	CAEX047074	112	RVPR006293	CAEX047114	150	RVPR006331	CAEX047152
37	EEC 007737	CAEX047037	75	EEC 051025	CAEX047075	113	RVPR006294	CAEX047115	151	RVPR006332	CAEX047153
38	EEC 007738	CAEX047038	76	EEC 051026	CAEX047076	114	RVPR006295	CAEX047116	152	RVPR006333	CAEX047154