RECORDATION NO 30945-B FILD
October 17, 2013 09:30 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 17, 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 30, 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 30945.

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

Lessor: Manufacturers and Traders Trust Company
One Fountain Plaza
Buffalo, NY 14303

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

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

197 covered hopper railcars: TEIX 7802 and within the series TEIX 5703 – TEIX 5996 as 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 $44.00 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

RECORDATION NO 30945-B FILD
October 17, 2013 09:30 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of SEPTEMBER 30, 2013

between

MANUFACTURERS AND TRADERS TRUST COMPANY
as Lessor

and

THE ANDERSONS, INC.
as Lessee

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 30, 2013 by and between MANUFCATURERS AND TRADERS TRUST COMPANY (the "Lessor") and THE ANDERSONS, INC. (the "Lessee"), with reference to the following:

1. The Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, that certain Railcars described on Exhibit No. 1 attached hereto.

   Such Railcars are more fully described in that certain Net Lease Agreement and that certain Net Lease Agreement Rider, Deal #R02107 thereto and incorporating the terms thereof both dated as of September 30, 2013 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between the Lessor, as lessor, and the Lessee, as lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

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]

STATE OF OHIO)
) ss.
COUNTY OF LUCAS)

I HEREBY CERTIFY, that on this 30th day of September, 2013, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Catherine Shelnick, who acknowledged herself to be the Assistant Treasurer, Short-Term Funding of The Andersons, Inc., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained as the duly authorized Assistant Treasurer, Short-Term Funding of said corporation by signing the name of the corporation by herself as the Assistant Treasurer, Short-Term Funding.

AS WITNESS my hand and notarial seal.

Rachell D. Fox
Notary Public

My Commission Expires:

NOTARIAL SEAL
STATE OF OHIO

RACHELL D. FOX
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 02-26-2018

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.

~~M&T CREDIT SERVICES, LLC~~
Manufacturers and Traders Trust Company

By: _____
Name: Christopher J. Oliver
Title: Vice President

THE ANDERSONS, INC.

By: _____
Name: Catherine Shelnick
Title: Assistant Treasurer, Short-Term Funding

STATE OF NEW YORK)
) ss.
COUNTY OF MONROE)

I HEREBY CERTIFY, that on this 30th day of September, 2003, before me, the undersigned, a Notary Public of the State of New York, personally appeared Christopher J. Oliver, who acknowledged himself to be the ~~Assistant~~ Vice President of ~~M&T CREDIT SERVICES, LLC~~ Manufacturers and Traders Trust Company, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized ~~Assistant~~ Vice President of said company by signing the name of the company by himself as the ~~Assistant~~ Vice President.

AS WITNESS my hand and notarial seal.

_____
Notary Public

ROSEMARIE NUCCI
Lic. #01NU6031718
Notary Public-State of New York
Qualified in Monroe County
My Commission Expires OCTOBER 12, 2017

My Commission Expires:

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

The following items bearing the reporting marks and numbers:

1	TEIX005703	41	TEIX005762	81	TEIX005824	121	TEIX005900	161	TEIX005947
2	TEIX005707	42	TEIX005763	82	TEIX005827	122	TEIX005901	162	TEIX005948
3	TEIX005708	43	TEIX005764	83	TEIX005829	123	TEIX005902	163	TEIX005949
4	TEIX005710	44	TEIX005765	84	TEIX005831	124	TEIX005903	164	TEIX005950
5	TEIX005711	45	TEIX005766	85	TEIX005832	125	TEIX005904	165	TEIX005953
6	TEIX005713	46	TEIX005769	86	TEIX005833	126	TEIX005905	166	TEIX005955
7	TEIX005715	47	TEIX005770	87	TEIX005835	127	TEIX005907	167	TEIX005957
8	TEIX005716	48	TEIX005774	88	TEIX005836	128	TEIX005908	168	TEIX005958
9	TEIX005719	49	TEIX005776	89	TEIX005837	129	TEIX005909	169	TEIX005959
10	TEIX005720	50	TEIX005780	90	TEIX005851	130	TEIX005910	170	TEIX005960
11	TEIX005721	51	TEIX005781	91	TEIX005852	131	TEIX005911	171	TEIX005961
12	TEIX005723	52	TEIX005782	92	TEIX005853	132	TEIX005912	172	TEIX005962
13	TEIX005724	53	TEIX005784	93	TEIX005855	133	TEIX005913	173	TEIX005963
14	TEIX005725	54	TEIX005786	94	TEIX005859	134	TEIX005914	174	TEIX005964
15	TEIX005727	55	TEIX005789	95	TEIX005861	135	TEIX005915	175	TEIX005965
16	TEIX005728	56	TEIX005790	96	TEIX005862	136	TEIX005916	176	TEIX005966
17	TEIX005729	57	TEIX005792	97	TEIX005863	137	TEIX005917	177	TEIX005967
18	TEIX005730	58	TEIX005793	98	TEIX005864	138	TEIX005918	178	TEIX005968
19	TEIX005731	59	TEIX005794	99	TEIX005866	139	TEIX005920	179	TEIX005969
20	TEIX005732	60	TEIX005795	100	TEIX005869	140	TEIX005922	180	TEIX005970
21	TEIX005733	61	TEIX005798	101	TEIX005870	141	TEIX005924	181	TEIX005971
22	TEIX005735	62	TEIX005799	102	TEIX005872	142	TEIX005925	182	TEIX005974
23	TEIX005736	63	TEIX005800	103	TEIX005873	143	TEIX005926	183	TEIX005975
24	TEIX005737	64	TEIX005801	104	TEIX005876	144	TEIX005927	184	TEIX005978
25	TEIX005738	65	TEIX005802	105	TEIX005878	145	TEIX005928	185	TEIX005979
26	TEIX005740	66	TEIX005803	106	TEIX005879	146	TEIX005929	186	TEIX005982
27	TEIX005741	67	TEIX005805	107	TEIX005881	147	TEIX005931	187	TEIX005983
28	TEIX005745	68	TEIX005806	108	TEIX005882	148	TEIX005932	188	TEIX005984
29	TEIX005746	69	TEIX005807	109	TEIX005884	149	TEIX005933	189	TEIX005985
30	TEIX005747	70	TEIX005809	110	TEIX005885	150	TEIX005934	190	TEIX005988
31	TEIX005748	71	TEIX005810	111	TEIX005886	151	TEIX005935	191	TEIX005989
32	TEIX005750	72	TEIX005811	112	TEIX005887	152	TEIX005936	192	TEIX005990
33	TEIX005752	73	TEIX005812	113	TEIX005888	153	TEIX005937	193	TEIX005992
34	TEIX005754	74	TEIX005813	114	TEIX005889	154	TEIX005938	194	TEIX005993
35	TEIX005756	75	TEIX005814	115	TEIX005891	155	TEIX005941	195	TEIX005995
36	TEIX005757	76	TEIX005818	116	TEIX005893	156	TEIX005942	196	TEIX007802
37	TEIX005758	77	TEIX005820	117	TEIX005895	157	TEIX005943	197	TEIX005996
38	TEIX005759	78	TEIX005821	118	TEIX005896	158	TEIX005944		
39	TEIX005760	79	TEIX005822	119	TEIX005897	159	TEIX005945		
40	TEIX005761	80	TEIX005823	120	TEIX005898	160	TEIX005946		

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: 10/17/13

Edward M Luria

Edward M. Luria