

RECORDATION NO. 30947-A FILED
October 18, 2013 2:00 PM
SURFACE TRANSPORTATION BOARD

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

October 18, 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, dated as of October 18, 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 being filed with the Board under Recordation Number 30947.

The names and address of the party to the enclosed document are:

Lessor: PNC Equipment Finance, LLC
995 Dalton Avenue
Cincinnati, OH 45203

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

Section Chief
October 18, 2013
Page 2

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

57 covered hopper railcars within the series AEX 15946 – AEX 15995 and CGLX 2200 – CGLX 2259 (to be remarked AEX 15940 – AEX 15995) 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.

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a horizontal line underneath.

/ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 18th day of October, 2013, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessee") and PNC Equipment Finance, LLC, a Delaware limited liability company, having its principal place of business at 995 Dalton Avenue, Cincinnati, Ohio 45203 (hereinafter "Lessor").

1. Lessor and Lessee are parties to that certain Railcar Lease Agreement dated December 19, 2011 (the "Master Lease"), as it relates to Schedule No. 4, to the Master Lease, Rider No. 1 to Schedule No. 4, Rider No. 2 to Schedule No. 4 and Rider No. 4 (the "Riders"), to Schedule No. 4. Lessor leases to Lessee fifty-seven (57) 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.

LESSOR:

PNC EQUIPMENT FINANCE, LLC

By: 

Printed

Name: Cheree F. Kurela

Title: Vice President

Date: October 17, 2013

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF ALLEGHENY) SS:

The foregoing instrument was acknowledged before me this 17th day of October, 2013, by Cheree F. Kurela, the Vice President of PNC Equipment Finance, LLC, a Delaware Limited Liability Company, on behalf of the corporation.


Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kristi Anne Gedid, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Nov. 15, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

LESSEE:

THE ANDERSONS, INC.

By: Catherine Shelnick

Printed

Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

Date: 10/17/13

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 17th day of October 2013, by Catherine Shelnick, Assistant Treasurer, Short-Term Funding of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Rachell D. Fox
Notary Public



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

EXHIBIT A

	Current	New			Current	New
	Mark & No.	Mark & No.			Mark & No.	Mark & No.
1	AEX 015946	AEX 015946		30	CGLX002218	AEX 015956
2	AEX 015949	AEX 015949		31	CGLX002220	AEX 015958
3	AEX 015953	AEX 015953		32	CGLX002222	AEX 015960
4	AEX 015957	AEX 015957		33	CGLX002224	AEX 015962
5	AEX 015959	AEX 015959		34	CGLX002226	AEX 015964
6	AEX 015961	AEX 015961		35	CGLX002227	AEX 015965
7	AEX 015963	AEX 015963		36	CGLX002228	AEX 015966
8	AEX 015967	AEX 015967		37	CGLX002230	AEX 015968
9	AEX 015969	AEX 015969		38	CGLX002232	AEX 015970
10	AEX 015975	AEX 015975		39	CGLX002233	AEX 015971
11	AEX 015976	AEX 015976		40	CGLX002234	AEX 015972
12	AEX 015981	AEX 015981		41	CGLX002235	AEX 015973
13	AEX 015983	AEX 015983		42	CGLX002236	AEX 015974
14	AEX 015987	AEX 015987		43	CGLX002239	AEX 015977
15	AEX 015992	AEX 015992		44	CGLX002240	AEX 015978
16	AEX 015995	AEX 015995		45	CGLX002241	AEX 015979
17	CGLX002200	AEX 015940		46	CGLX002242	AEX 015980
18	CGLX002201	AEX 015941		47	CGLX002244	AEX 015982
19	CGLX002202	AEX 015942		48	CGLX002246	AEX 015984
20	CGLX002203	AEX 015943		49	CGLX002247	AEX 015985
21	CGLX002205	AEX 015944		50	CGLX002248	AEX 015986
22	CGLX002206	AEX 015945		51	CGLX002250	AEX 015988
23	CGLX002208	AEX 015947		52	CGLX002251	AEX 015989
24	CGLX002209	AEX 015948		53	CGLX002252	AEX 015990
25	CGLX002211	AEX 015950		54	CGLX002253	AEX 015991
26	CGLX002212	AEX 015951		55	CGLX002256	AEX 015993
27	CGLX002213	AEX 015952		56	CGLX002257	AEX 015994
28	CGLX002216	AEX 015954		57	CGLX002259	AEX 015996
29	CGLX002217	AEX 015955				

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: 10/18/13

Edward M Luria

Edward M. Luria