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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

0100077006

December 29, 1993

RECORDATION NO. 18533-B FILED 12/29
DEC 29 1993 2:45 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
DEC 29 2 38 PM '93
LICENSING BRANCH

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Lease Closing Schedule, dated as of December 28, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the ~~Lease Closing Schedule~~ ^{Master Equipment Lease} dated as of December 16, 1993, which was filed with the Commission on December 20, 1993 under Recordation Number 18533.

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

Lessor: MetLife Capital, Limited Partnership
10900 N.E. 8th Street
Bellevue, Washington 98009

Lessee: The Andersons, a Ohio Limited Partnership
480 West Dussel Drive
Maumee, Ohio 43537

A description of the railroad equipment covered by the enclosed document is attached to Lease Closing Schedule as Schedule A.

Counterpart - Betty S. J.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

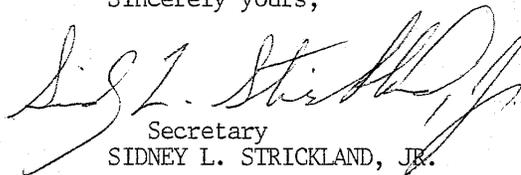
12/29/93

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on ~~12/29/93~~ at 2:45PM, and assigned
recordation number(s). 18533-B.

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/24/94

LEASE CLOSING SCHEDULE

Lessee Name:	<u>The Andersons, an Ohio Limited Partnership</u>	REGISTRATION NO. <u>18533-B</u> FILED 1993
Equipment Lease No.:	<u>1045493</u>	DEC 29 1993 7:45 PM
Dated:	<u>December 28th, 1993</u>	
Schedule No.:	<u>002</u>	INTERSTATE COMMERCE COMMISSION
Closing Date:	<u>December 28th, 1993</u>	

1. Description of Equipment:

Eighty-eight (88) 5250 cubic foot pneumatic covered hopper cars and Five (5) 5250 C.F. freight cars more complete described on the attached Schedule A

2. Location of Equipment: (Lessee agrees that the Equipment will at all times be located and used in the continental United States.

3. Total Equipment Cost: \$2,854,500.00

4. Periodic Rent:

The total sum of \$2,393,212.80
 Dollars in 64 installments of \$31,393.95
 Dollars each, payable commencing on December 28th, 1993
 and at monthly intervals thereafter.

5. Insurance Required (All policies to require at least 10 days' notice of cancellation to Lessor):

- a. Combined Single Limit Liability, including bodily injury and property damage, of not less than \$1,000,000.00 naming Lessor as additional insured.
- b. All risk physical damage, including burglary and theft, for the full replacement value of the equipment, based on the original equipment cost of \$2,854,500.00 and Loss Payable Endorsement naming Lessor as loss payee.
- c. Other: n/a

6. Stipulated Loss Values:

First Year: <u>102.44%</u>	Sixth Year: <u>49.86%</u>
Second Year: <u>93.85%</u>	Seventh Year: <u>n/a</u>
Third Year: <u>84.18%</u>	Eighth Year: <u>n/a</u>
Fourth Year: <u>73.58%</u>	Ninth Year: <u>n/a</u>
Fifth Year: <u>62.12%</u>	Tenth Year: <u>n/a</u>

Accepted and agreed this 28th day of December, 1993 as Schedule No. One to that certain Master Equipment Lease Agreement dated December 16th, 1993 by and between the parties hereto.

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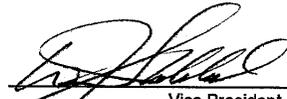
IN WITNESS WHEREOF, Lessor and Lessee have signed this agreement as of the day and year first hereinabove written.

LESSOR:

LESSEE:

METLIFE CAPITAL, LIMITED PARTNERSHIP
MetLife Capital Corporation,
General Partner

THE ANDERSONS, an Ohio Limited Partnership
THE ANDERSONS MANAGEMENT CORP., an
Ohio corporation, sole general partner of The
Andersons

By: 
Its: _____
Vice President

By: _____
Gary L. Smith, Corporate Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public in and for said County and State, personally appeared Gary L. Smith, the Corporate Treasurer of The Andersons Management Corp., an Ohio corporation, who acknowledged that said corporation is the sole general partner of The Andersons, an Ohio limited partnership, and he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the partnership and that the same is the free act and deed of said officer and of said corporation and partnership.

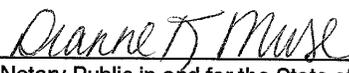
IN TESTIMONY WHEREOF, I have hereunto set my hand this _____ - day of December, 1993.

Notary Public

STATE OF WASHINGTON)
)§
COUNTY OF KING)

On this ^{23rd DKM} ~~10th~~ day of December, 1993, before me personally appeared W.J. Stoddard, to me known to be the Vice President of MetLife Capital Corporation, General Partner of MetLife Capital, Limited Partnership and who executed the foregoing instrument.

SUBSCRIBED AND SWORN TO before me this ^{23rd DKM} ~~10th~~ day of December 1993.

 12/23/93
Notary Public in and for the State of Washington
residing at Woodinville.

My term expires: 2/6/96

IN WITNESS WHEREOF, Lessor and Lessee have signed this agreement as of the day and year first hereinabove written.

LESSOR:

LESSEE:

METLIFE CAPITAL, LIMITED PARTNERSHIP
MetLife Capital Corporation,
General Partner

THE ANDERSONS, an Ohio Limited Partnership
THE ANDERSONS MANAGEMENT CORP., an
Ohio corporation, sole general partner of The
Andersons

By: _____
Its: Vice President

By: Gary L. Smith
Gary L. Smith, Corporate Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public in and for said County and State, personally appeared Gary L. Smith, the Corporate Treasurer of The Andersons Management Corp., an Ohio corporation, who acknowledged that said corporation is the sole general partner of The Andersons, an Ohio limited partnership, and he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the partnership and that the same is the free act and deed of said officer and of said corporation and partnership.

IN TESTIMONY WHEREOF, I have hereunto set my hand this 28th - day of December, 1993.

Elizabeth J. Hall
Notary Public
ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date.
Section 147.03 O.R.C.

STATE OF WASHINGTON)
)§
COUNTY OF KING)

On this 16th day of December, 1993, before me personally appeared W.J. Stoddard, to me known to be the Vice President of MetLife Capital Corporation, General Partner of MetLife Capital, Limited Partnership and who executed the foregoing instrument.

SUBSCRIBED AND SWORN TO before me this 16th day of December 1993.

Notary Public in and for the State of Washington
residing at Woodinville.

My term expires: 2/6/96

SCHEDULE A

Five (5) 5250 C.F. freight cars

OLD CAR NUMBERS	NEW CAR NUMBERS
GACX 51163	AEX 5023
GACX 51187	AEX 5039
GACX 51232	AEX 5074
GACX 51247	AEX 5088
GACX 51252	AEX 5093

GE CAPITAL RAILCAR PURCHASE

88 - 5250 CARS

	CAR NUMBER		AT NEW NUMBER			CAR NUMBER		AT NEW NUMBER	
1	NAHX	57101	AEX	5130	45	NAHX	525035	AEX	5174
2	NAHX	57114	AEX	5131	46	NAHX	525036	AEX	5175
3	NAHX	57115	AEX	5132	47	NAHX	525039	AEX	5176
4	NAHX	57124	AEX	5133	48	NAHX	525046	AEX	5177
5	NAHX	57126	AEX	5134	49	NAHX	525047	AEX	5178
6	NAHX	57128	AEX	5135	50	NAHX	525048	AEX	5179
7	NAHX	57229	AEX	5136	51	NAHX	525049	AEX	5180
8	NAHX	57233	AEX	5137	52	NAHX	525056	AEX	5181
9	NAHX	57236	AEX	5138	53	NAHX	525097	AEX	5182
10	NAHX	57237	AEX	5139	54	NAHX	525101	AEX	5183
11	NAHX	57240	AEX	5140	55	NAHX	525142	AEX	5184
12	NAHX	57242	AEX	5141	56	NAHX	525147	AEX	5185
13	NAHX	57245	AEX	5142	57	NAHX	525203	AEX	5186
14	NAHX	57247	AEX	5143	58	NAHX	525287	AEX	5187
15	NAHX	57250	AEX	5144	59	NAHX	525303	AEX	5188
16	NAHX	57252	AEX	5145	60	NAHX	525304	AEX	5189
17	NAHX	57254	AEX	5146	61	NAHX	525311	AEX	5190
18	NAHX	57257	AEX	5147	62	NAHX	525312	AEX	5191
19	NAHX	57265	AEX	5148	63	NAHX	525344	AEX	5192
20	NAHX	57267	AEX	5149	64	NAHX	525347	AEX	5193
21	NAHX	57268	AEX	5150	65	NAHX	525348	AEX	5194
22	NAHX	57276	AEX	5151	66	NAHX	525349	AEX	5195
23	NAHX	57278	AEX	5152	67	NAHX	525350	AEX	5196
24	NAHX	57279	AEX	5153	68	NAHX	525351	AEX	5197
25	NAHX	57295	AEX	5154	69	NAHX	525370	AEX	5198
26	NAHX	57296	AEX	5155	70	NAHX	525385	AEX	5199
27	NAHX	57297	AEX	5156	71	NAHX	525386	AEX	5200
28	NAHX	57298	AEX	5157	72	NAHX	525387	AEX	5201
29	NAHX	57299	AEX	5158	73	NAHX	525388	AEX	5202
30	NAHX	525000	AEX	5159	74	NAHX	525401	AEX	5203
31	NAHX	525003	AEX	5160	75	NAHX	525402	AEX	5204
32	NAHX	525004	AEX	5161	76	NAHX	525403	AEX	5205
33	NAHX	525009	AEX	5162	77	NAHX	525407	AEX	5206
34	NAHX	525012	AEX	5163	78	NAHX	525409	AEX	5207
35	NAHX	525013	AEX	5164	79	NAHX	525412	AEX	5208
36	NAHX	525017	AEX	5165	80	NAHX	525413	AEX	5209
37	NAHX	525023	AEX	5166	81	NAHX	525427	AEX	5210
38	NAHX	525024	AEX	5167	82	NAHX	525434	AEX	5211
39	NAHX	525025	AEX	5168	83	NAHX	525443	AEX	5212
40	NAHX	525026	AEX	5169	84	NAHX	525453	AEX	5213
41	NAHX	525029	AEX	5170	85	NAHX	525458	AEX	5214
42	NAHX	525030	AEX	5171	86	NAHX	525459	AEX	5215
43	NAHX	525033	AEX	5172	87	NAHX	525462	AEX	5216
44	NAHX	525034	AEX	5173	88	NAHX	525475	AEX	5217