

RECORDATION NO. 25884-A
FILED

OCT 04 '05 4:20 PM
SURFACE TRANSPORTATION BOARD

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

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

20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

October 4, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of September 30, 2005 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 ____.

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

Lessor: Banc of America Leasing & Capital LLC
One Financial Plaza
Providence, RI 02903

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

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

60 boxcars CP213000 – CP 213059

Mr. Vernon A. Williams
October 4, 2005
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Master Equipment Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", with a horizontal line extending to the right from the end of the signature.

Robert W. Alvord

RWA/anm
Enclosures

Bank of America



One Financial Plaza
Providence, Rhode Island 02903-2305

RECORDATION NO. 25884-A FILED

OCT 04 '05 4-20 PM

SURFACE TRANSPORTATION BOARD

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____
At: _____
And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of September 30, 2005 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and The Andersons, Inc., an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 15236-11500-026 thereof (together, the "Lease").

WITNESSETH

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 60 Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: September 30, 2005

Lessor:
BANC OF AMERICA LEASING & CAPITAL, LLC,
SUCCESSOR-BY-MERGER TO FLEET
CAPITAL CORPORATION

By: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

Lessee:
THE ANDERSONS, INC.

By: Richard B. George
Name: Richard B. George
Title: Vice President
Corporate Controller
CFO

STATE OF: Ohio

SS.

COUNTY OF: Lucas

On September 30, 2005 before me, Elizabeth J. Hall
(Notary Name and Title)

personally appeared Richard R. George personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Elizabeth J. Hall

(Notary Seal)
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: RHODE ISLAND

SS.

COUNTY OF: PROVIDENCE

On September 30, 2005 before me, Gregory P. Torcoletti
(Notary Name and Title)

personally appeared Patricia Smith-Disu
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within the instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Signature: *Gregory P. Torcoletti*

My Commission Expires: 10/16/05
(Notary Seal)



Bank of America



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: **THE ANDERSONS, INC.**

Qty	Description
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Equipment is initially located at: 480 W. Dussel Drive, Maumee, OH 43537
Equipment is initially located at: 480 W. Dussel

60 50' 100 Ton Box Cars, Vented

Car Mark	Car #
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CP	213000
CP	213001
CP	213002
CP	213003
CP	213004
CP	213005
CP	213006
CP	213007
CP	213008
CP	213009
CP	213010
CP	213011
CP	213012
CP	213013
CP	213014
CP	213015
CP	213016
CP	213017
CP	213018
CP	213019
CP	213020
CP	213021
CP	213022
CP	213023
CP	213024
CP	213025
CP	213026
CP	213027
CP	213028
CP	213029
CP	213030

Bank of America



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: **THE ANDERSONS, INC.**

Qty	Description
	CP 213031
	CP 213032
	CP 213033
	CP 213034
	CP 213035
	CP 213036
	CP 213037
	CP 213038
	CP 213089
	CP 213040
	CP 213041
	CP 213042
	CP 213043
	CP 213044
	CP 213045
	CP 213046
	CP 213047
	CP 213048
	CP 213049
	CP 213050
	CP 213051
	CP 213052
	CP 213053
	CP 213054
	CP 213055
	CP 213056
	CP 213057
	CP 213058
	CP 213059

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

**BANC OF AMERICA LEASING & CAPITAL, LLC,
SUCCESSOR-BY-MERGER TO FLEET
CAPITAL CORPORATION**

By: _____
Name: _____
Title: _____

THE ANDERSONS, INC.

By: *Richard R. George*
Name: *Richard R. George*
Title: *Vice President*
Corporate Controller/CFO

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 10/4/05



Robert W. Alvord