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

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 25227 FILED

SEP 29 '04 2-23 PM

SURFACE TRANSPORTATION BOARD

September 29, 2004

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 27, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Fleet Capital Corporation
One Financial Plaza
Providence, RI 02903

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

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

634 railcars bearing AEX, BAEX, RGCX, SIRX and TEIX reporting numbers and road numbers attached to the Memorandum.

Also enclosed is a check in the amount of $30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25227 FILED

SEP 29 '04 2-23 PM

SURFACE TRANSPORTATION BOARD

Fleet Capital Corporation
One Financial Plaza
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____

At: _____

And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of September 27, 2004 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and The Andersons, Inc, an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 33199-00017 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, 634 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 27, 2004

Lessor:
FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu

Name: Patricia Smith-Disu

Title: Vice President

Lessee:
THE ANDERSONS, INC.

By: Richard R. George

Name: Richard R. George

Title: V.P., Controller & CIO

S:\CREDIT_DOCS\THE ANDERSONS, INC\DOCUMENTATION\33199-017\COPY OF MEMORANDUM OF LEASE 17.DOC

STATE OF: Ohio

COUNTY OF: Lucas **SS.**

On 9/27/04 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

COUNTY OF: Providence **SS.**

On 9/27/01 before me, Tina Costa, AVP
(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(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: Tina Costa

exp. 11-15-05 (Notary Seal)

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1967	ACF	C112	Railcar	AEX 000013
1966	ACF	C112	Railcar	AEX 000016
1965	ACF	C112	Railcar	AEX 000018
1965	ACF	C112	Railcar	AEX 000019
1965	ACF	C112	Railcar	AEX 000020
1970	ACF	C112	Railcar	AEX 000022
1964	ACF	C112	Railcar	AEX 000148
1965	ACF	C112	Railcar	AEX 000149
1966	ACF	C112	Railcar	AEX 000151
1964	Pullman	C113	Railcar	AEX 000302
1973	ACF	C113	Railcar	AEX 000351
1973	ACF	C113	Railcar	AEX 000352
1973	ACF	C113	Railcar	AEX 000353
1973	ACF	C113	Railcar	AEX 000354
1973	ACF	C113	Railcar	AEX 000355
1973	ACF	C113	Railcar	AEX 000356
1973	ACF	C113	Railcar	AEX 000357
1973	ACF	C113	Railcar	AEX 000358
1973	ACF	C113	Railcar	AEX 000359
1973	ACF	C113	Railcar	AEX 000360
1973	ACF	C113	Railcar	AEX 000361
1973	ACF	C113	Railcar	AEX 000362
1973	ACF	C113	Railcar	AEX 000363
1973	ACF	C113	Railcar	AEX 000364
1973	ACF	C113	Railcar	AEX 000365
1973	ACF	C113	Railcar	AEX 000366
1973	ACF	C113	Railcar	AEX 000367
1973	ACF	C113	Railcar	AEX 000368
1973	ACF	C113	Railcar	AEX 000369
1973	ACF	C113	Railcar	AEX 000370
1973	ACF	C113	Railcar	AEX 000371
1973	ACF	C113	Railcar	AEX 000372
1973	ACF	C113	Railcar	AEX 000373
1973	ACF	C113	Railcar	AEX 000374
1973	ACF	C113	Railcar	AEX 000375
1973	ACF	C113	Railcar	AEX 000376
1973	ACF	C113	Railcar	AEX 000377
1973	ACF	C113	Railcar	AEX 000378
1973	ACF	C113	Railcar	AEX 000379

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1973	ACF	C113	Railcar	AEX 000380
1973	ACF	C113	Railcar	AEX 000381
1973	ACF	C113	Railcar	AEX 000382
1973	ACF	C113	Railcar	AEX 000383
1973	ACF	C113	Railcar	AEX 000384
1973	ACF	C113	Railcar	AEX 000385
1973	ACF	C113	Railcar	AEX 000386
1973	ACF	C113	Railcar	AEX 000387
1973	ACF	C113	Railcar	AEX 000388
1973	ACF	C113	Railcar	AEX 000389
1973	ACF	C113	Railcar	AEX 000390
1973	ACF	C113	Railcar	AEX 000391
1973	ACF	C113	Railcar	AEX 000392
1973	ACF	C113	Railcar	AEX 000393
1973	ACF	C113	Railcar	AEX 000394
1973	ACF	C113	Railcar	AEX 000396
1973	ACF	C113	Railcar	AEX 000397
1973	ACF	C113	Railcar	AEX 000399
1973	ACF	C113	Railcar	AEX 000400
1973	ACF	C113	Railcar	AEX 000401
1973	ACF	C113	Railcar	AEX 000403
1973	ACF	C113	Railcar	AEX 000404
1973	ACF	C113	Railcar	AEX 000405
1973	ACF	C113	Railcar	AEX 000407
1973	ACF	C113	Railcar	AEX 000408
1973	ACF	C113	Railcar	AEX 000409
1973	ACF	C113	Railcar	AEX 000410
1973	ACF	C113	Railcar	AEX 000411
1973	ACF	C113	Railcar	AEX 000412
1973	ACF	C113	Railcar	AEX 000413
1973	ACF	C113	Railcar	AEX 000414
1973	ACF	C113	Railcar	AEX 000415
1973	ACF	C113	Railcar	AEX 000416
1973	ACF	C113	Railcar	AEX 000417
1973	ACF	C113	Railcar	AEX 000418
1973	ACF	C113	Railcar	AEX 000419
1973	ACF	C113	Railcar	AEX 000420
1973	ACF	C113	Railcar	AEX 000421

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1973	ACF	C113	Railcar	AEX 000423
1973	ACF	C113	Railcar	AEX 000424
1973	ACF	C113	Railcar	AEX 000425
1973	ACF	C113	Railcar	AEX 000426
1973	ACF	C113	Railcar	AEX 000427
1973	ACF	C113	Railcar	AEX 000428
1973	ACF	C113	Railcar	AEX 000429
1973	ACF	C113	Railcar	AEX 000430
1973	ACF	C113	Railcar	AEX 000431
1973	ACF	C113	Railcar	AEX 000432
1973	ACF	C113	Railcar	AEX 000433
1973	ACF	C113	Railcar	AEX 000434
1973	ACF	C113	Railcar	AEX 000435
1973	ACF	C113	Railcar	AEX 000436
1973	ACF	C113	Railcar	AEX 000437
1973	ACF	C113	Railcar	AEX 000438
1973	ACF	C113	Railcar	AEX 000439
1973	ACF	C113	Railcar	AEX 000440
1973	ACF	C113	Railcar	AEX 000441
1973	ACF	C113	Railcar	AEX 000442
1973	ACF	C113	Railcar	AEX 000443
1973	ACF	C113	Railcar	AEX 000444
1973	ACF	C113	Railcar	AEX 000445
1973	ACF	C113	Railcar	AEX 000446
1973	ACF	C113	Railcar	AEX 000447
1973	ACF	C113	Railcar	AEX 000448
1973	ACF	C113	Railcar	AEX 000449
1973	ACF	C113	Railcar	AEX 000450
1964	ACF	C214	Railcar	AEX 000451
1979	Pullman	C113	Railcar	AEX 000458
1979	Pullman	C113	Railcar	AEX 000462
1979	Pullman	C113	Railcar	AEX 000464
1979	Pullman	C113	Railcar	AEX 000465
1979	Pullman	C113	Railcar	AEX 000466
1979	Pullman	C113	Railcar	AEX 000468
1979	Pullman	C113	Railcar	AEX 000470
1979	Pullman	C113	Railcar	AEX 000473
1979	Pullman	C113	Railcar	AEX 000475

Fleet Capital Corporation

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1979	Pullman	C113	Railcar	AEX 000481
1979	Pullman	C113	Railcar	AEX 000482
1979	Pullman	C113	Railcar	AEX 000483
1979	Pullman	C113	Railcar	AEX 000484
1979	Pullman	C113	Railcar	AEX 000491
1979	Pullman	C113	Railcar	AEX 000496
1979	Pullman	C113	Railcar	AEX 000498
1978	ACF	C113	Railcar	AEX 000573
1980	ACF	C113	Railcar	AEX 000574
1980	ACF	C113	Railcar	AEX 000575
1971	ACF	C113	Railcar	AEX 000576
1972	ACF	C113	Railcar	AEX 000577
1971	ACF	C113	Railcar	AEX 000578
1971	ACF	C113	Railcar	AEX 000579
1972	ACF	C113	Railcar	AEX 000580
1964	ACF	C113	Railcar	AEX 000582
1970	ACF	C113	Railcar	AEX 000583
1972	ACF	C113	Railcar	AEX 000584
1965	Norfolk Western	C113	Railcar	AEX 000586
1969	Pullman	C113	Railcar	AEX 000587
1967	Pullman	C113	Railcar	AEX 000589
1967	Pullman	C113	Railcar	AEX 000591
1967	Pullman	C113	Railcar	AEX 000592
1967	Pullman	C113	Railcar	AEX 000593
1964	Pullman	C113	Railcar	AEX 000594
1964	Pullman	C113	Railcar	AEX 000595
1967	Pullman	C113	Railcar	AEX 000596
1967	Pullman	C113	Railcar	AEX 000598
1964	Pullman	C113	Railcar	AEX 000599
1972	ACF	C113	Railcar	AEX 000600
1976	ACF	C113	Railcar	AEX 000601
1979	ACF	C113	Railcar	AEX 000602
1979	ACF	C113	Railcar	AEX 000603
1978	ACF	C113	Railcar	AEX 000604
1980	ACF	C113	Railcar	AEX 000605
1965	ACF	C113	Railcar	AEX 000606
1971	ACF	C113	Railcar	AEX 000608
1979	Pullman	C113	Railcar	AEX 000611

Fleet Capital Corporation

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1979	Pullman	C113	Railcar	AEX 000612
1979	Pullman	C113	Railcar	AEX 000613
1979	Pullman	C113	Railcar	AEX 000614
1979	Pullman	C113	Railcar	AEX 000615
1979	ACF	C113	Railcar	AEX 000616
1965	Pullman	C113	Railcar	AEX 000617
1967	Pullman	C113	Railcar	AEX 000618
1977	ACF	C113	Railcar	AEX 000623
1964	ACF	C113	Railcar	AEX 000625
1964	ACF	C113	Railcar	AEX 000626
1972	ACF	C113	Railcar	AEX 000628
1980	Pullman	C113	Railcar	AEX 000635
1980	Pullman	C113	Railcar	AEX 000639
1974	Pullman	C414	Railcar	AEX 000640
1974	Trinity	C514	Railcar	AEX 000641
1979	Pullman	C113	Railcar	AEX 000645
1979	Pullman	C113	Railcar	AEX 000647
1979	Pullman	C113	Railcar	AEX 000650
1979	Pullman	C113	Railcar	AEX 000651
1979	Pullman	C113	Railcar	AEX 000655
1979	Pullman	C113	Railcar	AEX 000656
1979	Pullman	C113	Railcar	AEX 000657
1979	Pullman	C113	Railcar	AEX 000658
1979	Pullman	C113	Railcar	AEX 000659
1979	Pullman	C113	Railcar	AEX 000664
1979	Pullman	C113	Railcar	AEX 000669
1964	ACF	C113	Railcar	AEX 000673
1964	ACF	C113	Railcar	AEX 000674
1965	Norfolk Western	C113	Railcar	AEX 000676
1982	Pullman	C113	Railcar	AEX 000677
1966	Magor	C113	Railcar	AEX 000735
1965	ACF	C113	Railcar	AEX 000840
1965	ACF	C113	Railcar	AEX 000848
1965	ACF	C113	Railcar	AEX 000885
1967	Magor	C113	Railcar	AEX 000900
1967	Magor	C113	Railcar	AEX 000901
1967	Magor	C113	Railcar	AEX 000902
1967	Magor	C113	Railcar	AEX 000909

Fleet Capital Corporation

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with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1967	Magor	C113	Railcar	AEX 000915
1967	Magor	C113	Railcar	AEX 000920
1967	Magor	C113	Railcar	AEX 000931
1967	Magor	C113	Railcar	AEX 000932
1967	Magor	C113	Railcar	AEX 000941
1973	Pullman	C113	Railcar	AEX 000944
1978	ACF	C113	Railcar	AEX 000968
1994	Pullman	C113	Railcar	AEX 000979
1964	ACF	C113	Railcar	AEX 001008
1969	Pullman	C113	Railcar	AEX 001009
1965	ACF	C112	Railcar	AEX 001010
1965	ACF	C112	Railcar	AEX 001011
1965	ACF	C112	Railcar	AEX 001012
1969	Pullman	C113	Railcar	AEX 001013
1967	Pullman	C113	Railcar	AEX 001014
1965	Pullman	C113	Railcar	AEX 001015
1964	Pullman	C113	Railcar	AEX 001016
1973	Pullman	C113	Railcar	AEX 001018
1969	Pullman	C113	Railcar	AEX 001019
1970	Pullman	C113	Railcar	AEX 001021
1962	Magor	C113	Railcar	AEX 001023
1962	ACF	C312	Railcar	AEX 001027
1962	ACF	C312	Railcar	AEX 001030
1970	ACF	C612	Railcar	AEX 001116
1969	ACF	C612	Railcar	AEX 001117
1970	ACF	C612	Railcar	AEX 001119
1970	ACF	C612	Railcar	AEX 001120
1965	ACF	C213	Railcar	AEX 001121
1965	ACF	C113	Railcar	AEX 001364
1965	ACF	C113	Railcar	AEX 001365
1965	ACF	C113	Railcar	AEX 001366
1965	ACF	C113	Railcar	AEX 001367
1965	ACF	C113	Railcar	AEX 001368
1965	ACF	C113	Railcar	AEX 001369
1965	ACF	C113	Railcar	AEX 001372
1965	ACF	C113	Railcar	AEX 001373
1965	ACF	C113	Railcar	AEX 001374
1965	ACF	C113	Railcar	AEX 001376

Fleet Capital Corporation

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with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1965	ACF	C113	Railcar	AEX 001377
1965	ACF	C113	Railcar	AEX 001378
1965	ACF	C113	Railcar	AEX 001379
1965	ACF	C113	Railcar	AEX 001380
1965	ACF	C113	Railcar	AEX 001381
1965	ACF	C113	Railcar	AEX 001382
1965	ACF	C113	Railcar	AEX 001384
1965	ACF	C113	Railcar	AEX 001385
1965	ACF	C113	Railcar	AEX 001386
1965	ACF	C113	Railcar	AEX 001387
1965	ACF	C113	Railcar	AEX 001388
1965	ACF	C113	Railcar	AEX 001389
1965	ACF	C113	Railcar	AEX 001390
1965	ACF	C113	Railcar	AEX 001391
1965	ACF	C113	Railcar	AEX 001392
1965	ACF	C113	Railcar	AEX 001393
1965	ACF	C113	Railcar	AEX 001394
1965	ACF	C113	Railcar	AEX 001395
1965	ACF	C113	Railcar	AEX 001396
1965	ACF	C113	Railcar	AEX 001400
1965	ACF	C113	Railcar	AEX 001401
1965	ACF	C113	Railcar	AEX 001402
1965	ACF	C113	Railcar	AEX 001403
1965	ACF	C113	Railcar	AEX 001404
1965	ACF	C113	Railcar	AEX 001405
1965	ACF	C113	Railcar	AEX 001406
1965	ACF	C113	Railcar	AEX 001407
1965	ACF	C113	Railcar	AEX 001408
1965	ACF	C113	Railcar	AEX 001409
1965	ACF	C113	Railcar	AEX 001410
1965	Pullman	C113	Railcar	AEX 004103
1965	Pullman	C113	Railcar	AEX 004104
1965	Pullman	C113	Railcar	AEX 004105
1971	ACF	C113	Railcar	AEX 004106
1966	GATX	C113	Railcar	AEX 004108
1966	GATX	C113	Railcar	AEX 004109
1966	GATX	C113	Railcar	AEX 004110
1971	ACF	C113	Railcar	AEX 004113

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1971	ACF	C113	Railcar	AEX 004114
1971	ACF	C113	Railcar	AEX 004115
1971	ACF	C113	Railcar	AEX 004117
1971	ACF	C113	Railcar	AEX 004118
1965	Pullman	C113	Railcar	AEX 004123
1965	Pullman	C113	Railcar	AEX 004128
1966	GATX	C113	Railcar	AEX 004129
1966	GATX	C113	Railcar	AEX 004131
1966	GATX	C113	Railcar	AEX 004132
1965	Pullman	C113	Railcar	AEX 004133
1965	Pullman	C113	Railcar	AEX 004135
1966	GATX	C113	Railcar	AEX 004139
1965	Pullman	C113	Railcar	AEX 004142
1966	GATX	C113	Railcar	AEX 004144
1971	ACF	C113	Railcar	AEX 004145
1965	Pullman	C113	Railcar	AEX 004150
1965	Pullman	C113	Railcar	AEX 004155
1966	Pullman	C113	Railcar	AEX 004160
1965	Pullman	C113	Railcar	AEX 004162
1966	Pullman	C113	Railcar	AEX 004163
1966	Pullman	C113	Railcar	AEX 004165
1965	Pullman	C113	Railcar	AEX 004168
1965	Pullman	C113	Railcar	AEX 004170
1966	GATX	C113	Railcar	AEX 004173
1967	Pullman	C113	Railcar	AEX 004180
1973	ACF	C114	Railcar	AEX 005001
1973	ACF	C114	Railcar	AEX 005003
1973	ACF	C114	Railcar	AEX 005004
1973	ACF	C114	Railcar	AEX 005005
1973	ACF	C114	Railcar	AEX 005006
1973	ACF	C114	Railcar	AEX 005007
1973	ACF	C114	Railcar	AEX 005008
1973	ACF	C114	Railcar	AEX 005010
1973	ACF	C114	Railcar	AEX 005012
1973	ACF	C114	Railcar	AEX 005014
1973	ACF	C114	Railcar	AEX 005015
1973	ACF	C114	Railcar	AEX 005017
1973	ACF	C114	Railcar	AEX 005019

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1973	ACF	C114	Railcar	AEX 005023
1973	ACF	C114	Railcar	AEX 005024
1973	ACF	C114	Railcar	AEX 005027
1973	ACF	C114	Railcar	AEX 005028
1973	ACF	C114	Railcar	AEX 005030
1973	ACF	C114	Railcar	AEX 005031
1973	ACF	C114	Railcar	AEX 005032
1973	ACF	C114	Railcar	AEX 005033
1973	ACF	C114	Railcar	AEX 005034
1973	ACF	C114	Railcar	AEX 005035
1973	ACF	C114	Railcar	AEX 005036
1973	ACF	C114	Railcar	AEX 005037
1973	ACF	C114	Railcar	AEX 005038
1973	ACF	C114	Railcar	AEX 005042
1973	ACF	C114	Railcar	AEX 005043
1973	ACF	C114	Railcar	AEX 005045
1973	ACF	C114	Railcar	AEX 005049
1973	ACF	C114	Railcar	AEX 005050
1973	ACF	C114	Railcar	AEX 005054
1973	ACF	C114	Railcar	AEX 005056
1973	ACF	C114	Railcar	AEX 005057
1973	ACF	C114	Railcar	AEX 005058
1973	ACF	C114	Railcar	AEX 005060
1973	ACF	C114	Railcar	AEX 005061
1973	ACF	C114	Railcar	AEX 005062
1973	ACF	C114	Railcar	AEX 005063
1973	ACF	C114	Railcar	AEX 005064
1973	ACF	C114	Railcar	AEX 005066
1973	ACF	C114	Railcar	AEX 005068
1973	ACF	C114	Railcar	AEX 005069
1973	ACF	C114	Railcar	AEX 005070
1973	ACF	C114	Railcar	AEX 005071
1973	ACF	C114	Railcar	AEX 005073
1973	ACF	C114	Railcar	AEX 005074
1973	ACF	C114	Railcar	AEX 005075
1973	ACF	C114	Railcar	AEX 005078
1973	ACF	C114	Railcar	AEX 005080
1973	ACF	C114	Railcar	AEX 005082

Fleet Capital Corporation

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1973	ACF	C114	Railcar	AEX 005084
1973	ACF	C114	Railcar	AEX 005085
1973	ACF	C114	Railcar	AEX 005090
1973	ACF	C114	Railcar	AEX 005091
1973	ACF	C114	Railcar	AEX 005093
1966	ACF	C114	Railcar	AEX 005094
1978	ACF	C114	Railcar	AEX 005097
1978	ACF	C114	Railcar	AEX 005098
1978	ACF	C114	Railcar	AEX 005099
1978	ACF	C314	Railcar	AEX 005100
1978	ACF	C314	Railcar	AEX 005101
1978	ACF	C314	Railcar	AEX 005102
1978	ACF	C314	Railcar	AEX 005103
1978	ACF	C314	Railcar	AEX 005104
1978	ACF	C314	Railcar	AEX 005105
1978	ACF	C314	Railcar	AEX 005106
1978	ACF	C314	Railcar	AEX 005107
1978	ACF	C314	Railcar	AEX 005108
1978	ACF	C314	Railcar	AEX 005110
1978	ACF	C314	Railcar	AEX 005111
1978	ACF	C314	Railcar	AEX 005112
1978	ACF	C314	Railcar	AEX 005113
1978	ACF	C314	Railcar	AEX 005114
1978	ACF	C314	Railcar	AEX 005115
1978	ACF	C314	Railcar	AEX 005116
1978	ACF	C314	Railcar	AEX 005117
1978	ACF	C314	Railcar	AEX 005118
1978	ACF	C314	Railcar	AEX 005119
1978	ACF	C314	Railcar	AEX 005120
1978	ACF	C314	Railcar	AEX 005123
1975	North Amer Railcar	C114	Railcar	AEX 005124
1976	North Amer Railcar	C114	Railcar	AEX 005125
1976	North Amer Railcar	C114	Railcar	AEX 005126
1978	ACF	C314	Railcar	AEX 005127
1978	ACF	C314	Railcar	AEX 005128
1975	North Amer Railcar	C114	Railcar	AEX 005129
1975	ACF	C214	Railcar	AEX 005131
1975	ACF	C214	Railcar	AEX 005132

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1975	ACF	C214	Railcar	AEX 005133
1975	ACF	C214	Railcar	AEX 005134
1975	ACF	C214	Railcar	AEX 005135
1974	North Amer Railcar	C214	Railcar	AEX 005136
1974	North Amer Railcar	C214	Railcar	AEX 005137
1974	North Amer Railcar	C214	Railcar	AEX 005138
1974	North Amer Railcar	C214	Railcar	AEX 005139
1974	North Amer Railcar	C214	Railcar	AEX 005141
1974	North Amer Railcar	C314	Railcar	AEX 005142
1974	North Amer Railcar	C214	Railcar	AEX 005143
1974	North Amer Railcar	C214	Railcar	AEX 005144
1974	North Amer Railcar	C214	Railcar	AEX 005146
1974	North Amer Railcar	C214	Railcar	AEX 005147
1974	North Amer Railcar	C214	Railcar	AEX 005148
1974	North Amer Railcar	C214	Railcar	AEX 005150
1974	North Amer Railcar	C214	Railcar	AEX 005151
1974	North Amer Railcar	C214	Railcar	AEX 005152
1974	North Amer Railcar	C214	Railcar	AEX 005153
1974	North Amer Railcar	C214	Railcar	AEX 005154
1974	North Amer Railcar	C214	Railcar	AEX 005155
1974	North Amer Railcar	C214	Railcar	AEX 005156
1974	North Amer Railcar	C214	Railcar	AEX 005157
1974	North Amer Railcar	C214	Railcar	AEX 005158
1974	North Amer Railcar	C214	Railcar	AEX 005159
1974	North Amer Railcar	C214	Railcar	AEX 005160
1975	North Amer Railcar	C214	Railcar	AEX 005161
1974	North Amer Railcar	C214	Railcar	AEX 005162
1974	North Amer Railcar	C214	Railcar	AEX 005163
1975	North Amer Railcar	C214	Railcar	AEX 005164
1975	North Amer Railcar	C314	Railcar	AEX 005165
1975	North Amer Railcar	C214	Railcar	AEX 005166
1975	North Amer Railcar	C214	Railcar	AEX 005167
1975	North Amer Railcar	C214	Railcar	AEX 005168
1975	North Amer Railcar	C214	Railcar	AEX 005170
1975	North Amer Railcar	C214	Railcar	AEX 005171
1975	North Amer Railcar	C314	Railcar	AEX 005172
1975	North Amer Railcar	C214	Railcar	AEX 005173
1975	North Amer Railcar	C214	Railcar	AEX 005174

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1975	North Amer Railcar	C214	Railcar	AEX 005175
1975	North Amer Railcar	C214	Railcar	AEX 005176
1975	North Amer Railcar	C314	Railcar	AEX 005177
1975	North Amer Railcar	C214	Railcar	AEX 005179
1975	North Amer Railcar	C314	Railcar	AEX 005180
1975	North Amer Railcar	C214	Railcar	AEX 005181
1975	North Amer Railcar	C214	Railcar	AEX 005182
1975	ACF	C214	Railcar	AEX 005183
1976	ACF	C214	Railcar	AEX 005184
1976	ACF	C214	Railcar	AEX 005185
1976	ACF	C314	Railcar	AEX 005186
1976	ACF	C214	Railcar	AEX 005187
1966	ACF	C214	Railcar	AEX 005188
1966	ACF	C214	Railcar	AEX 005189
1967	ACF	C214	Railcar	AEX 005190
1967	ACF	C314	Railcar	AEX 005191
1977	North Amer Railcar	C214	Railcar	AEX 005192
1977	North Amer Railcar	C214	Railcar	AEX 005194
1977	North Amer Railcar	C214	Railcar	AEX 005195
1977	North Amer Railcar	C214	Railcar	AEX 005196
1977	North Amer Railcar	C214	Railcar	AEX 005197
1977	North Amer Railcar	C214	Railcar	AEX 005198
1978	ACF	C314	Railcar	AEX 005199
1978	ACF	C214	Railcar	AEX 005200
1978	ACF	C314	Railcar	AEX 005201
1978	ACF	C314	Railcar	AEX 005202
1978	ACF	C214	Railcar	AEX 005203
1979	ACF	C214	Railcar	AEX 005204
1979	ACF	C314	Railcar	AEX 005206
1979	ACF	C214	Railcar	AEX 005207
1968	ACF	C214	Railcar	AEX 005210
1969	ACF	C214	Railcar	AEX 005211
1969	ACF	C214	Railcar	AEX 005212
1973	ACF	C214	Railcar	AEX 005213
1974	North Amer Railcar	C214	Railcar	AEX 005215
1975	North Amer Railcar	C214	Railcar	AEX 005217
1966	ACF	C214	Railcar	AEX 005559
1966	ACF	C214	Railcar	AEX 005560

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1966	ACF	C214	Railcar	AEX 005564
1966	ACF	C214	Railcar	AEX 005566
1966	ACF	C214	Railcar	AEX 005568
1966	ACF	C214	Railcar	AEX 005570
1966	ACF	C214	Railcar	AEX 005571
1966	ACF	C214	Railcar	AEX 005572
1966	ACF	C214	Railcar	AEX 005573
1966	ACF	C214	Railcar	AEX 005575
1966	ACF	C214	Railcar	AEX 005577
1966	ACF	C214	Railcar	AEX 005578
1966	ACF	C214	Railcar	AEX 005579
1966	ACF	C214	Railcar	AEX 005580
1966	ACF	C214	Railcar	AEX 005581
1966	ACF	C214	Railcar	AEX 005584
1966	ACF	C214	Railcar	AEX 005585
1966	ACF	C214	Railcar	AEX 005586
1966	ACF	C214	Railcar	AEX 005588
1966	ACF	C214	Railcar	AEX 005589
1966	ACF	C214	Railcar	AEX 005600
1966	ACF	C214	Railcar	AEX 005602
1966	ACF	C214	Railcar	AEX 005603
1966	ACF	C214	Railcar	AEX 005605
1966	ACF	C214	Railcar	AEX 005607
1966	ACF	C214	Railcar	AEX 005610
1966	ACF	C214	Railcar	AEX 005611
1966	ACF	C214	Railcar	AEX 005613
1966	ACF	C214	Railcar	AEX 005614
1966	ACF	C214	Railcar	AEX 005627
1966	ACF	C214	Railcar	AEX 005631
1968	ACF	C214	Railcar	AEX 005640
1968	ACF	C214	Railcar	AEX 005642
1968	ACF	C214	Railcar	AEX 005679
1968	ACF	C214	Railcar	AEX 005683
1969	ACF	C214	Railcar	AEX 005688
1969	ACF	C214	Railcar	AEX 005701
1969	ACF	C214	Railcar	AEX 005703
1972	ACF	C214	Railcar	AEX 005784
1978	ACF	C214	Railcar	AEX 006182

Fleet Capital Corporation

SCHEDULE A EQUIPMENT

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

with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1978	ACF	C214	Railcar	AEX 006185
1978	ACF	C214	Railcar	AEX 006224
1979	ACF	C214	Railcar	AEX 006251
1979	ACF	C214	Railcar	AEX 006271
1970	ACF	C214	Railcar	AEX 006278
1972	ACF	C214	Railcar	AEX 006286
1972	ACF	C214	Railcar	AEX 006287
1974	North Amer Railcar	C214	Railcar	AEX 006293
1966	Norfolk Western	C114	Railcar	AEX 172087
1966	Norfolk Western	C114	Railcar	AEX 172322
1969	Norfolk Western	C113	Railcar	AEX 205200
1969	Norfolk Western	C113	Railcar	AEX 205266
1972	ACF	C113	Railcar	AEX 241111
1973	ACF	C113	Railcar	AEX 241338
1973	ACF	C113	Railcar	AEX 241421
1973	ACF	C113	Railcar	AEX 241442
1973	Pullman	C113	Railcar	AEX 241510
1973	Pullman	C113	Railcar	AEX 241520
1973	Pullman	C113	Railcar	AEX 241581
1971	ACF	C113	Railcar	AEX 246666
1973	ACF	C113	Railcar	AEX 247057
1973	ACF	C113	Railcar	AEX 247105
1973	ACF	C113	Railcar	AEX 247156
1973	ACF	C113	Railcar	AEX 247173
1973	ACF	C113	Railcar	AEX 247200
1972	ACF	C113	Railcar	AEX 248613
1973	Pullman	C113	Railcar	AEX 250773
1971	ACF	C113	Railcar	AEX 256363
1982	Pullman	C113	Railcar	AEX 488518
1982	Pullman	C113	Railcar	AEX 488669
1982	Pullman	C113	Railcar	AEX 488680
1982	Pullman	C113	Railcar	AEX 488684
1974	ACF	C113	Railcar	AEX 602425
1974	ACF	C113	Railcar	AEX 602426
1974	ACF	C113	Railcar	AEX 602429
1974	ACF	C113	Railcar	AEX 602441
1969	Pullman	C113	Railcar	AEX 603193
1969	Pullman	C113	Railcar	AEX 603367

Fleet Capital Corporation

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with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1969	Pullman	C113	Railcar	AEX 603369
1969	Pullman	C113	Railcar	AEX 603377
1971	ACF	C113	Railcar	AEX 603427
1971	ACF	C113	Railcar	AEX 603614
1971	ACF	C113	Railcar	AEX 603641
1973	Pullman	C113	Railcar	AEX 603777
1973	Pullman	C113	Railcar	AEX 603800
1965	Pullman	A632	Railcar	BAEX000016
1966	Pullman	B304	Railcar	BAEX000069
1966	Pullman	B304	Railcar	BAEX000070
1966	Pullman	B304	Railcar	BAEX000071
1966	Pullman	B304	Railcar	BAEX000072
1966	Pullman	B304	Railcar	BAEX000073
1966	Pullman	B304	Railcar	BAEX000074
1966	Pullman	B304	Railcar	BAEX000075
1966	Pullman	B304	Railcar	BAEX000076
1970	Pullman	B304	Railcar	BAEX000077
1970	Pullman	B304	Railcar	BAEX000079
1969	Pullman	B304	Railcar	BAEX000081
1969	Pullman	B304	Railcar	BAEX000082
1969	Pullman	B304	Railcar	BAEX000083
1969	Pullman	B304	Railcar	BAEX000084
1969	Pullman	B304	Railcar	BAEX000085
1969	Pullman	B304	Railcar	BAEX000086
1969	Pullman	B304	Railcar	BAEX000087
1970	Pullman	B304	Railcar	BAEX000088
1970	Pullman	B304	Railcar	BAEX000089
1970	Pullman	B304	Railcar	BAEX000090
1970	Pullman	B304	Railcar	BAEX000091
1970	Pullman	B314	Railcar	BAEX000092
1970	Pullman	B314	Railcar	BAEX000093
1970	Pullman	B314	Railcar	BAEX000094
1970	Pullman	B314	Railcar	BAEX000095
1970	Pullman	B314	Railcar	BAEX000097
1970	Pullman	B314	Railcar	BAEX000098
1966	Pullman	A602	Railcar	BAEX000105
1966	Pullman	B304	Railcar	BAEX000149
1966	Pullman	B304	Railcar	BAEX000151

Fleet Capital Corporation

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Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1970	Pullman	B304	Railcar	BAEX000152
1970	Pullman	B304	Railcar	BAEX000154
1969	Pullman	B304	Railcar	BAEX000155
1970	Pullman	B304	Railcar	BAEX000156
1970	Pullman	B304	Railcar	BAEX000157
1974	Pullman	A325	Railcar	BAEX000161
1969	Pullman	B304	Railcar	BAEX000163
1971	Pullman	A602	Railcar	BAEX000172
1967	Pullman	A602	Railcar	BAEX000173
1966	Pullman	A632	Railcar	BAEX000175
1969	Pullman	B332	Railcar	BAEX000176
1968	Pullman	A635	Railcar	BAEX000214
1968	Pullman	A635	Railcar	BAEX000217
1968	Pullman	A635	Railcar	BAEX000220
1968	Pullman	A635	Railcar	BAEX000223
1968	Pullman	A635	Railcar	BAEX000227
1968	Pullman	A635	Railcar	BAEX000240
1968	Pullman	A635	Railcar	BAEX000250
1967	Pullman	A635	Railcar	BAEX000251
1968	Pullman	A635	Railcar	BAEX000253
1970	Southern Pacific	A632	Railcar	BAEX000607
1968	Southern Pacific	A632	Railcar	BAEX000615
1968	Southern Pacific	A632	Railcar	BAEX000620
1968	Southern Pacific	A632	Railcar	BAEX000623
1964	ACF	R410	Railcar	DME 005503
1965	ACF	C111	Railcar	RGCX000023
1965	ACF	C111	Railcar	RGCX000024
1965	ACF	C111	Railcar	RGCX000025
1964	ACF	C111	Railcar	RGCX000026
1966	ACF	C111	Railcar	RGCX000027
1966	ACF	C111	Railcar	RGCX000028
1966	ACF	C111	Railcar	RGCX000029
1966	ACF	C111	Railcar	RGCX000030
1966	ACF	C111	Railcar	RGCX000031
1964	ACF	C111	Railcar	RGCX000032
1966	ACF	C111	Railcar	RGCX000033
1964	ACF	C111	Railcar	RGCX000034
1964	ACF	C111	Railcar	RGCX000035

Fleet Capital Corporation

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with: **THE ANDERSONS, INC. (33199-00017)**

Year Manufacture	Manufacturer	Car Type	Description	Car Number #
1964	ACF	C111	Railcar	RGCX000036
1970	Pullman	B304	Railcar	RGCX000150
1970	Pullman	A302	Railcar	RGCX000151
1970	Pullman	A302	Railcar	RGCX000152
1970	Pullman	A302	Railcar	RGCX000153
1970	Pullman	A302	Railcar	RGCX000154
1971	Pullman	A302	Railcar	RGCX000155
1971	Pullman	A302	Railcar	RGCX000157
1971	Pullman	A302	Railcar	RGCX000158
1971	Pullman	A302	Railcar	RGCX000159
1971	Pullman	A302	Railcar	RGCX000160
1971	Pullman	A302	Railcar	RGCX000161
1971	Pullman	A302	Railcar	RGCX000162
1971	Pullman	A302	Railcar	RGCX000163
1971	Pullman	B302	Railcar	RGCX000164
1971	Pullman	A302	Railcar	RGCX000165
1971	Pullman	A302	Railcar	RGCX000167
1971	Pullman	A302	Railcar	RGCX000168
1970	Pullman	B304	Railcar	RGCX000170
1963	ACF	C112	Railcar	SIRX000225
1979	Pullman	C113	Railcar	TEIX004900
1978	ACF	C214	Railcar	TEIX005712
1978	ACF	C214	Railcar	TEIX005717
1978	ACF	C214	Railcar	TEIX005718
1978	ACF	C214	Railcar	TEIX005769

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu

Name: Patricia Smith-Disu

Title: Vice President

THE ANDERSONS, INC.

By: Richard R. George

Name: Richard R. George

Title: V.P., Controller & CIO