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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 31, 2007

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 an Memorandum of Master Equipment Lease Agreement, dated as of August 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement previously filed with the Board under Recordation Number 27131.

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 W. Dussel Drive
Maumee, OH 43537

Mr. Vernon A. Williams
August 31, 2007
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A description of the railroad equipment covered by the enclosed document is:

44 covered hopper railcars: AEX 15169 – AEX 15212 (previously marked ITLX 20091; USLX 20486; NAHX 190875; 485555 and within the following series: PLCX 12021 – PLCX 25796; NAHX 65115 – NAHX 65148 as more particularly set forth in the attachment to the document).

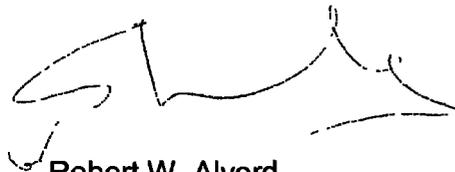
A short summary of the document to appear in the index is:

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

REGISTRATION NO. 27131A FILED

AUG 31 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

Bank of America



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 August 1, 2007 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. 15236-11500-044 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, 44 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: August 1, 2007

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

Lessee:
THE ANDERSONS, INC.

By: Patricia Smith-Disu

By: Nicholas C. Conrad

Name: Patricia Smith-Disu

Name: Nicholas C. Conrad

Title: Vice President

Title: Assistant Treasurer

STATE OF RHODE ISLAND

SS.

COUNTY OF PROVIDENCE

On August 30, 2007 before me, Autilia B. Wilson
(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: _____

Autilia B. Wilson

(Notary Seal)

Autilia B. Wilson
Notary Public
State of Rhode Island
Providence Plantations
My Commission Expires 10/20/08



STATE OF: OHIO

SS.

COUNTY OF: LUCAS

On August 29, 2007 before me, Judy A. Baldwin
(Notary Name and Title)

personally appeared Nicholas C. Conrad 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: Judy A. Baldwin
(Notary Seal)



JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

Bank of America



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement dated August 1, 2007

with: **THE ANDERSONS, INC.**

Equipment is initially located at: Various locations throughout the United States

44 1971-1982 Covered Hoppers, C113, 4750 cf, 263 GWR

New Marks	Old Marks	New Marks	Old Marks
AEX 015169	PLCX012021	AEX 015191	NAHX065129
AEX 015170	PLCX012635	AEX 015192	NAHX065130
AEX 015171	PLCX012653	AEX 015193	NAHX065131
AEX 015172	PLCX012664	AEX 015194	NAHX065132
AEX 015173	PLCX013597	AEX 015195	NAHX065133
AEX 015174	PLCX013753	AEX 015196	NAHX065134
AEX 015175	ITLX020091	AEX 015197	NAHX065135
AEX 015176	USLX020486	AEX 015198	NAHX065136
AEX 015177	PLCX025599	AEX 015199	NAHX065137
AEX 015178	PLCX025796	AEX 015200	NAHX065138
AEX 015179	NAHX065115	AEX 015201	NAHX065139
AEX 015180	NAHX065116	AEX 015202	NAHX065140
AEX 015181	NAHX065117	AEX 015203	NAHX065141
AEX 015182	NAHX065118	AEX 015204	NAHX065142
AEX 015183	NAHX065120	AEX 015205	NAHX065143
AEX 015184	NAHX065121	AEX 015206	NAHX065144
AEX 015185	NAHX065122	AEX 015207	NAHX065145
AEX 015186	NAHX065123	AEX 015208	NAHX065146
AEX 015187	NAHX065124	AEX 015209	NAHX065147
AEX 015188	NAHX065125	AEX 015210	NAHX065148
AEX 015189	NAHX065126	AEX 015211	NAHX190875
AEX 015190	NAHX065128	AEX 015212	NAHX485555

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

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

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

THE ANDERSONS, INC.

By: Nicholas C. Conrad
Name: Nicholas C. Conrad
Title: Assistant Treasurer

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: 8/31/07



Robert W. Alvord