

RECORDATION NO. 27334 -A  
FILED

JAN 04 '08 -8 30 AM

SURFACE TRANSPORTATION BOARD

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January 4, 2008

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 Lease Agreement, dated as of December 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Lease being filed with the Board under Recordation Number 27334.

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

Lessor: The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

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

Mr. Vernon A. Williams  
January 4, 2008  
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A description of the railroad equipment covered by the enclosed document is:

51 open top hoppers within the series AEX 11149 - AEX 11369 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 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 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

(Equipment Schedule No. 002)

Dated as of December 1, 2007

between

THE FIFTH THIRD LEASING COMPANY,  
Lessor

and

THE ANDERSONS, INC.,

Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2007, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

**MEMORANDUM OF LEASE AGREEMENT**

**THIS MEMORANDUM OF LEASE AGREEMENT (Equipment Schedule No. 002) dated as of December 1, 2007, is made by and between THE ANDERSONS, INC., a corporation organized under the laws of the State of Ohio, ("Lessee"), and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation ("Lessor").**

**WITNESSETH**

1. Pursuant to a Master Equipment Lease Agreement, dated March 30, 2007, together with Equipment Schedule No. 002 dated December 1, 2007 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor fifty-one (51) railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Base Lease Term and any Renewal Terms as defined in the Lease Agreement.

3. The Lease Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]





**TO EQUIPMENT SCHEDULE 002**  
**Equipment Railcar Numbers**

AEX 11149	AEX 11176	AEX 11198	AEX 11231	AEX 11299
AEX 11152	AEX 11183	AEX 11199	AEX 11233	AEX 11301
AEX 11154	AEX 11184	AEX 11202	AEX 11235	AEX 11303
AEX 11155	AEX 11185	AEX 11203	AEX 11244	AEX 11308
AEX 11158	AEX 11188	AEX 11205	AEX 11246	AEX 11322
AEX 11159	AEX 11190	AEX 11212	AEX 11249	AEX 11338
AEX 11162	AEX 11194	AEX 11223	AEX 11260	AEX 11339
AEX 11163	AEX 11195	AEX 11224	AEX 11267	AEX 11340
AEX 11167	AEX 11196	AEX 11227	AEX 11268	AEX 11344
AEX 11170	AEX 11197	AEX 11230	AEX 11274	AEX 11369
AEX 11174				

**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: 1/4/06



\_\_\_\_\_  
Robert W. Alvord