

RECORDATION NO. 27555-B FILED

JUL 02 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 2, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 June 30, 2008, a 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 27555.

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

Lessor: Bank of America, N.A.
One Financial Plaza
Providence, RI 02903

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

Anne K. Quinlan, Esquire
July 2, 2008
Page 2

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

318 railcars: GCPX 58000 - GCPX 58009, GGCX 1001 - GCGX 1032 and within the series GAPX 5500 - GAPX 5790 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,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 21555-B FILED



JUL 02 '08 -11 00 AM

SURFACE TRANSPORTATION BOARD

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 June 30, 2008 by and between Bank of America, N.A. ("Lessor") and The Andersons, Inc., an Ohio corporation ("Lessee"), as such agreement relates to Lease Schedule No. 15236-11500-046 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, 318 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: June 30, 2008

Lessor:
BANK OF AMERICA, N.A.

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

Lessee:
THE ANDERSONS, INC.

By: Nicholas C. Conrad, Assist. Treas.
Name: Nicholas C. Conrad
Title: Assistant Treasurer

STATE OF RHODE ISLAND

SS.

COUNTY OF PROVIDENCE

On July 1, 2008 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 July 1, 2008 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 12/01/2010



The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement dated June 30, 2008

with: **THE ANDERSONS, INC.**



Equipment is initially located at: Atlanta, Georgia

| 318 | Used Plastic Covered Hoppers, C214; built in 1976-1998 | | | |
|-----|--|------------|--------------|------------|
| | Car Initials | Car Number | Car Initials | Car Number |
| | GAPX | 5500 | GAPX | 5666 |
| | GAPX | 5501 | GAPX | 5667 |
| | GAPX | 5502 | GAPX | 5668 |
| | GAPX | 5504 | GAPX | 5669 |
| | GAPX | 5506 | GAPX | 5670 |
| | GAPX | 5507 | GAPX | 5671 |
| | GAPX | 5508 | GAPX | 5672 |
| | GAPX | 5509 | GAPX | 5673 |
| | GAPX | 5510 | GAPX | 5674 |
| | GAPX | 5511 | GAPX | 5675 |
| | GAPX | 5512 | GAPX | 5676 |
| | GAPX | 5513 | GAPX | 5677 |
| | GAPX | 5514 | GAPX | 5678 |
| | GAPX | 5515 | GAPX | 5679 |
| | GAPX | 5516 | GAPX | 5680 |
| | GAPX | 5517 | GAPX | 5681 |
| | GAPX | 5518 | GAPX | 5683 |
| | GAPX | 5519 | GAPX | 5684 |
| | GAPX | 5520 | GAPX | 5685 |
| | GAPX | 5521 | GAPX | 5686 |
| | GAPX | 5522 | GAPX | 5687 |
| | GAPX | 5523 | GAPX | 5688 |
| | GAPX | 5524 | GAPX | 5689 |
| | GAPX | 5525 | GAPX | 5690 |
| | GAPX | 5527 | GAPX | 5691 |
| | GAPX | 5528 | GAPX | 5692 |
| | GAPX | 5529 | GAPX | 5693 |
| | GAPX | 5530 | GAPX | 5694 |
| | GAPX | 5531 | GAPX | 5696 |
| | GAPX | 5532 | GAPX | 5698 |
| | GAPX | 5533 | GAPX | 5699 |
| | GAPX | 5534 | GAPX | 5700 |
| | GAPX | 5535 | GAPX | 5701 |
| | GAPX | 5536 | GAPX | 5702 |
| | GAPX | 5537 | GAPX | 5703 |
| | GAPX | 5538 | GAPX | 5704 |
| | GAPX | 5539 | GAPX | 5705 |
| | GAPX | 5541 | GAPX | 5707 |
| | GAPX | 5542 | GAPX | 5708 |
| | GAPX | 5543 | GAPX | 5709 |
| | GAPX | 5544 | GAPX | 5710 |
| | GAPX | 5545 | GAPX | 5711 |
| | GAPX | 5546 | GAPX | 5712 |

Bank of America



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement dated June 30, 2008

with: **THE ANDERSONS, INC.**

| Description | | | |
|-------------|------|------|------|
| GAPX | 5547 | GAPX | 5713 |
| GAPX | 5548 | GAPX | 5714 |
| GAPX | 5549 | GAPX | 5715 |
| GAPX | 5550 | GAPX | 5718 |
| GAPX | 5551 | GAPX | 5719 |
| GAPX | 5552 | GAPX | 5720 |
| GAPX | 5553 | GAPX | 5721 |
| GAPX | 5554 | GAPX | 5722 |
| GAPX | 5555 | GAPX | 5723 |
| GAPX | 5556 | GAPX | 5724 |
| GAPX | 5557 | GAPX | 5725 |
| GAPX | 5558 | GAPX | 5726 |
| GAPX | 5559 | GAPX | 5727 |
| GAPX | 5560 | GAPX | 5728 |
| GAPX | 5581 | GAPX | 5729 |
| GAPX | 5562 | GAPX | 5730 |
| GAPX | 5563 | GAPX | 5731 |
| GAPX | 5564 | GAPX | 5733 |
| GAPX | 5565 | GAPX | 5734 |
| GAPX | 5566 | GAPX | 5735 |
| GAPX | 5567 | GAPX | 5736 |
| GAPX | 5568 | GAPX | 5737 |
| GAPX | 5569 | GAPX | 5738 |
| GAPX | 5570 | GAPX | 5739 |
| GAPX | 5571 | GAPX | 5740 |
| GAPX | 5572 | GAPX | 5741 |
| GAPX | 5573 | GAPX | 5742 |
| GAPX | 5574 | GAPX | 5743 |
| GAPX | 5575 | GAPX | 5744 |
| GAPX | 5576 | GAPX | 5745 |
| GAPX | 5577 | GAPX | 5746 |
| GAPX | 5578 | GAPX | 5747 |
| GAPX | 5579 | GAPX | 5748 |
| GAPX | 5580 | GAPX | 5749 |
| GAPX | 5581 | GAPX | 5750 |
| GAPX | 5582 | GAPX | 5751 |
| GAPX | 5583 | GAPX | 5752 |
| GAPX | 5584 | GAPX | 5753 |
| GAPX | 5585 | GAPX | 5754 |
| GAPX | 5586 | GAPX | 5755 |
| GAPX | 5587 | GAPX | 5756 |
| GAPX | 5588 | GAPX | 5757 |
| GAPX | 5589 | GAPX | 5758 |

Bank of America



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with: **THE ANDERSONS, INC.**

| | | | |
|------|------|------|-------|
| GAPX | 5590 | GAPX | 5760 |
| GAPX | 5591 | GAPX | 5761 |
| GAPX | 5592 | GAPX | 5762 |
| GAPX | 5593 | GAPX | 5763 |
| GAPX | 5594 | GAPX | 5764 |
| GAPX | 5595 | GAPX | 5765 |
| GAPX | 5596 | GAPX | 5766 |
| GAPX | 5597 | GAPX | 5767 |
| GAPX | 5598 | GAPX | 5768 |
| GAPX | 5599 | GAPX | 5769 |
| GAPX | 5600 | GAPX | 5770 |
| GAPX | 5601 | GAPX | 5771 |
| GAPX | 5602 | GAPX | 5772 |
| GAPX | 5603 | GAPX | 5773 |
| GAPX | 5604 | GAPX | 5774 |
| GAPX | 5605 | GAPX | 5775 |
| GAPX | 5606 | GAPX | 5776 |
| GAPX | 5607 | GAPX | 5777 |
| GAPX | 5608 | GAPX | 5778 |
| GAPX | 5609 | GAPX | 5779 |
| GAPX | 5610 | GAPX | 5780 |
| GAPX | 5611 | GAPX | 5781 |
| GAPX | 5612 | GAPX | 5782 |
| GAPX | 5613 | GAPX | 5783 |
| GAPX | 5614 | GAPX | 5784 |
| GAPX | 5615 | GAPX | 5785 |
| GAPX | 5616 | GAPX | 5786 |
| GAPX | 5617 | GAPX | 5787 |
| GAPX | 5619 | GAPX | 5788 |
| GAPX | 5620 | GAPX | 5789 |
| GAPX | 5621 | GAPX | 5790 |
| GAPX | 5622 | GCPX | 58000 |
| GAPX | 5624 | GCPX | 58001 |
| GAPX | 5625 | GCPX | 58002 |
| GAPX | 5626 | GCPX | 58003 |
| GAPX | 5627 | GCPX | 58004 |
| GAPX | 5628 | GCPX | 58005 |
| GAPX | 5629 | GCPX | 58006 |
| GAPX | 5630 | GCPX | 58007 |
| GAPX | 5631 | GCPX | 58008 |
| GAPX | 5632 | GCPX | 58009 |

Bank of America



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with: **THE ANDERSONS, INC.**

| | | | |
|------|------|------|------|
| GAPX | 5633 | GCCX | 1001 |
| GAPX | 5634 | GCCX | 1002 |
| GAPX | 5635 | GCCX | 1003 |
| GAPX | 5636 | GCCX | 1004 |
| GAPX | 5638 | GCCX | 1005 |
| GAPX | 5639 | GCCX | 1006 |
| GAPX | 5640 | GCCX | 1007 |
| GAPX | 5641 | GCCX | 1008 |
| GAPX | 5642 | GCCX | 1009 |
| GAPX | 5643 | GCCX | 1010 |
| GAPX | 5644 | GCCX | 1011 |
| GAPX | 5645 | GCCX | 1012 |
| GAPX | 5646 | GCCX | 1013 |
| GAPX | 5647 | GCCX | 1014 |
| GAPX | 5648 | GCCX | 1015 |
| GAPX | 5649 | GCCX | 1016 |
| GAPX | 5650 | GCCX | 1017 |
| GAPX | 5651 | GCCX | 1018 |
| GAPX | 5652 | GCCX | 1019 |
| GAPX | 5653 | GCCX | 1020 |
| GAPX | 5654 | GCCX | 1021 |
| GAPX | 5655 | GCCX | 1022 |
| GAPX | 5656 | GCCX | 1023 |
| GAPX | 5657 | GCCX | 1024 |
| GAPX | 5658 | GCCX | 1025 |
| GAPX | 5659 | GCCX | 1026 |
| GAPX | 5660 | GCCX | 1027 |
| GAPX | 5661 | GCCX | 1028 |
| GAPX | 5662 | GCCX | 1029 |
| GAPX | 5663 | GCCX | 1030 |
| GAPX | 5664 | GCCX | 1031 |
| GAPX | 5665 | GCCX | 1032 |

BANK OF AMERICA, N.A.

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

THE ANDERSONS, INC.

By: Nicholas C. Conrad, ASIST Treas.
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: 7/2/08



Robert W. Alvord