

RECORDATION NO.

27781-A
FILED

DEC 31 '08 -12 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

December 31, 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 Railcar Lease Agreement, dated as of December 30, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 27781.

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

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

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue So., Suite 700,
Minneapolis MN 55402

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

4 locomotives: FEC 104 - FEC 107.

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

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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

DEC 31 '08 -12 00 PM



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Avenue South
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD Memorandum of Railcar Lease Agreement

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 30, 2008 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and The Andersons, Inc., a(n) Ohio corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of November 9, 2001 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Supplement No(s) 90322-110 dated December 30, 2008 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor Four (4) 2008 SD70M-2 Locomotives bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Wells Fargo Equipment Finance, Inc.

LESSEE: The Andersons, Inc.

By: _____

By: Gary Smith

Name: _____

Name: Gary Smith

Title: _____

Title: V.P., Finance and Treasurer



Wells Fargo Equipment Finance
Investors Building , Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A
to Memorandum of
Railcar Lease Agreement

Lessee: The Andersons, Inc.

Four (4) 2008 SD70M-2 Locomotives with the following markings:

1	FEC 104
2	FEC 105
3	FEC 106
4	FEC 107



STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this _____ day of _____, 2008 before me personally appeared, _____ to me personally known, who being by me duly sworn, says that s/he is the _____ of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Notary Public

My commission expires: _____

STATE OF OHIO
COUNTY OF LUCAS

On this 30th day of December, 2008 before me personally appeared, Gary Smith to me personally known, who being by me duly sworn, says that s/he is the V.P., Finance & Treasurer of The Andersons, Inc., a(n) Ohio corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Judy A. Baldwin
Notary Public

My commission expires: 02/01/2010



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