

RECORDATION NO 30542-A  
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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](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

December 6, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 3, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule #1 to Full Service Master Lease Agreement being filed with the Board under Recordation Number 30542.

The names and address of the party to the enclosed document are:

Lessor: First Financial Equipment Finance, LLC  
255 East 5<sup>th</sup> Street, Suite 800  
Cincinnati, OH 45202

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

Section Chief  
December 6, 2012  
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A description of the railroad equipment covered by the enclosed document is:

94 railcars within the series AEX 19494 – AEX 19835, ANGX 4155 – ANGX 4167 and RMGX 9006 – RMGX 9127 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.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 3rd day of December, 2012, by and between **First Financial Equipment Finance, LLC**, an Ohio limited liability company, having its principal place of business at First Financial Center, 255 East 5<sup>th</sup> Street, Suite 800, Cincinnati, OH 45202 (hereinafter "Lessor") and **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Midwest Railcar Full Service Master Lease Agreement effective July 7, 2011 (the "Master Lease"), between Midwest Railcar Corporation and Platinum Energy Solutions, Inc., which was subsequently assigned to The Andersons, Inc. from Midwest Railcar Corporation, and Schedule #1 dated July 7, 2011 (the "Schedule"), whereby Lessor leases to Lessee ninety-four (94) gondolas bearing railroad reporting marks as noted on attached **Exhibit A**.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Page to Follow***

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessor

FIRST FINANCIAL EQUIPMENT FINANCE, LLC

Witness: Jennifer Barnett  
Printed  
Name: Jennifer Barnett

By: Steven Licardi  
Printed  
Name: Steven Licardi  
Title: Vice President  
Date: 12/3/12

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Lessee

THE ANDERSONS, INC.

Witness: Sondra Alexander  
Printed  
Name: SONDRA ALEXANDER

By: Catherine Shelnick  
Printed  
Name: Catherine Shelnick  
Title: Assistant Treasurer, Short-Term Funding

Date: 12/3/12

## EXHIBIT A

### Car List Ninety-Four (94) Gondolas

1	AEX 019494	36	AEX 019746	71	ANGX004164
2	AEX 019498	37	AEX 019747	72	ANGX004166
3	AEX 019500	38	AEX 019748	73	ANGX004167
4	AEX 019503	39	AEX 019749	74	RMGX009006
5	AEX 019506	40	AEX 019750	75	RMGX009019
6	AEX 019507	41	AEX 019751	76	RMGX009020
7	AEX 019512	42	AEX 019752	77	RMGX009032
8	AEX 019515	43	AEX 019753	78	RMGX009046
9	AEX 019516	44	AEX 019754	79	RMGX009047
10	AEX 019517	45	AEX 019755	80	RMGX009048
11	AEX 019522	46	AEX 019816	81	RMGX009052
12	AEX 019527	47	AEX 019817	82	RMGX009053
13	AEX 019531	48	AEX 019818	83	RMGX009056
14	AEX 019532	49	AEX 019819	84	RMGX009070
15	AEX 019535	50	AEX 019821	85	RMGX009077
16	AEX 019536	51	AEX 019824	86	RMGX009086
17	AEX 019540	52	AEX 019825	87	RMGX009089
18	AEX 019543	53	AEX 019826	88	RMGX009104
19	AEX 019544	54	AEX 019827	89	RMGX009109
20	AEX 019546	55	AEX 019828	90	RMGX009110
21	AEX 019549	56	AEX 019829	91	RMGX009115
22	AEX 019550	57	AEX 019830	92	RMGX009121
23	AEX 019552	58	AEX 019831	93	RMGX009125
24	AEX 019553	59	AEX 019832	94	RMGX009127
25	AEX 019556	60	AEX 019833		
26	AEX 019736	61	AEX 019834		
27	AEX 019737	62	AEX 019835		
28	AEX 019738	63	ANGX004155		
29	AEX 019739	64	ANGX004156		
30	AEX 019740	65	ANGX004157		
31	AEX 019741	66	ANGX004158		
32	AEX 019742	67	ANGX004159		
33	AEX 019743	68	ANGX004161		
34	AEX 019744	69	ANGX004162		
35	AEX 019745	70	ANGX004163		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/6/12

Edward M Luria  
Edward M. Luria