

RECORDATION NO 30598-A FILED
December 31, 2012 01:30 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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December 31, 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 Agreement, dated as of December 31, 2012, 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 being filed with the Board under Recordation Number 30589.

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

Lessor: Suntrust Equipment Finance & Leasing Corp.
300 East Joppa Road
Hamilton Plaza, Suite 700
Towson, MD 21286

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

Chief
Section of Administration
December 31, 2012
Page 2

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

32 tank cars: NATX 45058 – NATX 45089 (to be remarked and renumbered TAEX 1860 – TAEX 1891).

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 \$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

Closing Document No. 06

MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 001

Made effective as of December 31, 2012

between

SunTrust Equipment Finance & Leasing Corp.,
Lessor

and

The Andersons, Inc.,
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on ~~March~~, 2002, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made effective as of December 31, 2012, by and between The Andersons, Inc., an Ohio Corporation ("Lessee"), and SunTrust Equipment Finance & Leasing Corp., a Virginia corporation ("Lessor").

1. Pursuant to the Master Equipment Lease Agreement No. 001 dated as of December 31, 2012, together with Equipment Schedule No. 001 thereto dated as of December 31, 2012 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor thirty-two (32) used 1999 Union Tank Car T108 tank cars bearing the railroad reporting marks and road numbers set forth on Schedule A hereto (the "Railcars").

2. Lessor and Lessee wish to show for the public record (a) this Memorandum of Lease, (b) the ownership of the Railcars by Lessor, and (c) the leasehold interest of Lessee in the Railcars. Accordingly, Lessor and Lessee have caused this Memorandum of Lease to be executed by duly authorized officers, as of the date first above written. The terms of the Lease Agreement are hereby incorporated herein by reference.

3. 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.

(The remainder of this page is intentionally blank. Signature page follows.)

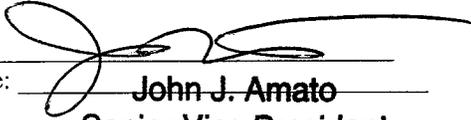
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be duly executed as of the date and year first above written.

Lessor:

Lessee:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

THE ANDERSONS, INC.

By: 
Name: John J. Amato
Title: Senior Vice President

By: _____
Name: Nicholas C. Conrad
Title: V.P., Finance and Treasurer

STATE OF OHIO)
) SS.:
COUNTY OF _____)

On the ____ day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF MARYLAND)
) SS.:
COUNTY OF HARFORD)

On the 27th day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared JOHN J. AMATO, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Alynn H. Kerpel
Notary Public

My Commission Expires
9/16/13

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

Lessor:

SUNTRUST EQUIPMENT FINANCE &
LEASING CORP.

By: _____
Name: _____
Title: _____

Lessee:

THE ANDERSONS, INC.

By: 
Name: Nicholas C. Conrad
Title: V.P., Finance and Treasurer

STATE OF OHIO)
) SS.:
COUNTY OF Lucas)

On the 27th day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



RACHELL D. FOX
Notary Public - State of Ohio
My Commission Expires 02-26-2013

Rachell D. Fox
Notary Public

STATE OF MARYLAND)
) SS.:
COUNTY OF _____)

On the ____ day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

Schedule A to Memorandum of Lease Agreement

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Lease: Equipment Schedule No. 001 dated as of December 31, 2012 to Master Equipment Lease Agreement No. 001 dated as of December 31, 2012.

Lessor: SunTrust Equipment Finance & Leasing Corp.

Lessee: The Andersons, Inc.

| DESCRIPTION | CURRENT CAR MARK AND CAR NOS. | NEW CAR MARK AND CAR NOS. |
|--|-------------------------------|---------------------------|
| thirty-two (32) used 1999 T108 tank cars constructed by Union Tank Car | NATX 45058-45089 | TAEX 001860-001891 |

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: 12/31/12

Edward M Luria
Edward M. Luria