

RECORDATION NO 30364-B FILED
September 4, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 4, 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 August 30, 2012, 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 30364.

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

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

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

Section Chief
September 4, 2012
Page 2

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

39 covered hopper railcars within the series CEFX 50800 – CEFX 50974 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 30th day of August, 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 5th 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 Master Lease Agreement dated August 30, 2012 (the "Master Lease"), and Equipment Schedule No. 001 dated as of August 30, 2012 (the "Schedule"), whereby Lessor leases to Lessee thirty-nine (39) railcars 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 Barrott
Printed
Name: Jennifer Barrott

By: Michelle Maxwell
Printed
Name: Michelle Maxwell

Title: Vice President

Date: 8/30/12

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: Rochell D. Fox
Printed
Name: Rochell D. Fox

By: Catherine Shelnick
Printed
Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

Date: 8/3/012

EXHIBIT A

**Car List
Thirty-Nine (39) Used Plastic Pellet Covered Hopper Cars**

Description	Reporting Marks
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50800
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50805
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50808
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50814
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50816
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50823
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50828
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50836
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50844
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50849
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50852
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50855
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50857
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50860
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50863
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50865
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50867
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50868
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50873
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50876
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50878
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50879
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50881
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50890
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50897
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50900
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50908
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50921
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50927
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50929
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50930
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50939
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50940
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50944
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50948
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50959
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50961
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50966
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50974

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: 9/4/12

Edward M Luria
Edward M. Luria