RECORDATION NO 30393-A
FILED
September 20, 2012 04:30 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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September 20, 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 September 19, 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 30393.

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]

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

10 covered hopper railcars within the series AEX 6128 – AEX 6147 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 19th day of September, 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 Full Service Lease Agreement, Lease Number #199501-KNA dated January 2. 1996 (the "Master Lease"), and Full Service Lease Agreement Rider, Deal #R00899 effective as of January 1, 2006 (the "Schedule"), whereby Lessor leases to Lessee ten (10) covered hopper cars 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: Robin Doersam
Printed Name: Robin Doersam

By: _____
Printed Name: Steven Licardi

Title: Vice President, Sales

Date: 9-20-12

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: RaChell D. Fox
Printed Name: RaChell D. Fox

By: Catherine Shelnick
Printed Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

Date: 9/18/12

EXHIBIT A

Car List
Ten (10) Covered Hopper Cars

AEX 006128

AEX 006131

AEX 006132

AEX 006133

AEX 006139

AEX 006140

AEX 006142

AEX 006143

AEX 006146

AEX 006147

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: 9/20/12

Edward M Luria

Edward M. Luria