RECORDATION NO 30438
FILED
October 16, 2012 02:40 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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October 16, 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 16, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessee: Cargill, Inc.
15407 McGinty Road West
Wayzata, Minnesota 55391

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

105 covered hopper railcars within the series AEX 11480 – AEX 19887 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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MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 16th day of August, 2012, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and **Cargill, Inc.**, a Delaware corporation, having its principal place of business at 15407 McGinty Road West, Wayzata, Minnesota 55391-2399 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement Lease Number 199503-CAR, dated June 19, 1995 (the "Master Lease"), and Rider Deal #R01971 dated effective as of August 1, 2012 (the "Schedule"), whereby Lessor leases to Lessee one hundred five (105) 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 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.

Lessee

CARGILL, INC.

Witness: Jackie Fredericksen
Printed Name: Jackie Fredericksen

By: [signature]
Printed Name: George Schember
Title: V.P. Transportation
Date: 8/3/12

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.

Lessor

THE ANDERSONS, INC.

Witness: Julie A Dibble
Printed Name: Julie A Dibble

By: [signature]
Printed Name: Rasesh H. Shah
Title: President, Rail Group
Date: 8/16/2012

EXHIBIT A
to the Memorandum of Lease

Car List
One Hundred Five (105) Covered Hopper Cars

1	AEX 011480	36	AEX 015225	71	AEX 015268
2	AEX 011484	37	AEX 015226	72	AEX 015271
3	AEX 011486	38	AEX 015227	73	AEX 015273
4	AEX 011487	39	AEX 015229	74	AEX 015274
5	AEX 011489	40	AEX 015230	75	AEX 015275
6	AEX 011497	41	AEX 015231	76	AEX 015276
7	AEX 011503	42	AEX 015232	77	AEX 015280
8	AEX 011507	43	AEX 015233	78	AEX 015282
9	AEX 011511	44	AEX 015234	79	AEX 015283
10	AEX 011531	45	AEX 015237	80	AEX 015284
11	AEX 011534	46	AEX 015238	81	AEX 015285
12	AEX 011542	47	AEX 015239	82	AEX 015288
13	AEX 011547	48	AEX 015240	83	AEX 015289
14	AEX 011614	49	AEX 015241	84	AEX 015290
15	AEX 011626	50	AEX 015242	85	AEX 015291
16	AEX 011763	51	AEX 015243	86	AEX 015293
17	AEX 011766	52	AEX 015245	87	AEX 015294
18	AEX 011858	53	AEX 015246	88	AEX 015295
19	AEX 011861	54	AEX 015247	89	AEX 015297
20	AEX 011869	55	AEX 015249	90	AEX 015298
21	AEX 011873	56	AEX 015250	91	AEX 015299
22	AEX 011881	57	AEX 015251	92	AEX 015301
23	AEX 011883	58	AEX 015252	93	AEX 015358
24	AEX 011890	59	AEX 015253	94	AEX 016245
25	AEX 012553	60	AEX 015254	95	AEX 017650
26	AEX 014818	61	AEX 015256	96	AEX 019877
27	AEX 014967	62	AEX 015257	97	AEX 019878
28	AEX 015214	63	AEX 015258	98	AEX 019879
29	AEX 015215	64	AEX 015259	99	AEX 019880
30	AEX 015217	65	AEX 015260	100	AEX 019882
31	AEX 015218	66	AEX 015261	101	AEX 019883
32	AEX 015219	67	AEX 015264	102	AEX 019884
33	AEX 015220	68	AEX 015265	103	AEX 019885
34	AEX 015223	69	AEX 015266	104	AEX 019886
35	AEX 015224	70	AEX 015267	105	AEX 019887

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: 10/16/12

Edward M Luria

Edward M. Luria