

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

February 19, 2013

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 February 19, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Lease being filed with the Board under Recordation Number 30648.

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

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

Lessor:                   The Huntington National Bank  
105 East Fourth Street, Suite 200C  
Cincinnati, OH 45202

Chief  
Section of Administration  
February 19, 2013  
Page 2

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

149 tank railcars: TILX 319546 – TILX 319645 and within the series TILX 199560 – TILX 199609 and TILX 314664 – TILX 314694 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 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 19, 2012, by and between **THE ANDERSONS, INC.**, an Ohio corporation with an address at 480 W. Dussel Drive, Maumee, OH 43537 ("Lessee") and **THE HUNTINGTON NATIONAL BANK**, a national banking corporation with an address of 105 East 4<sup>th</sup> Street, Cincinnati, OH 43537 ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Schedule 1 attached hereto (the "Railcars").
2. All of such railcars are more fully described in that certain Schedule No. [ 02 ] dated as of February 19, 2013 (the "Schedule") between Lessor and Lessee. The Schedule incorporates by reference the terms and conditions of that certain Master Lease Agreement No. 73929 dated as of December 31, 2009 (the "Master") between Lessee and Lessor. The Schedule and, to the extent incorporated therein by reference, the Master Agreement, are collectively referred to herein, as, the "Lease."
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for in the Schedule.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Schedule.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

**THE ANDERSONS, INC.**

By: Catherine Shelnick

Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

On this 15<sup>th</sup> day of Feb., 2013, before me the subscriber, Rachell D. Fox a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Catherine Shelnick, to me personally known, who stated and acknowledged that she is the Assistant Treasurer, Short-Term Funding of The Andersons, Inc., an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Bill of Sale for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this Bill of Sale as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15<sup>th</sup> day of Feb., 2013.

Rachell D. Fox  
(Notary Signature)

My commission expires:

2/26/13



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

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

THE HUNTINGTON NATIONAL BANK

By: [Signature]  
Name: Amy R. Phillips  
Title: Assistant Vice President

STATE OF Ohio )  
COUNTY OF Franklin ) SS:

On this 19<sup>th</sup> day of Feb, 2013, before me the subscriber, Jessica J. Gourash, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Amy Phillips, to me personally known, who stated and acknowledged that he/she is the Assistant Vice Pres of The Huntington National Bank, a national banking corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19 day of February, 2013.



JESSICA J. GOURASH  
Notary Public, State of Ohio  
My Comm. Expires 01-03-2016

[Signature]  
(Notary Signature)

My commission expires:

January 3, 2016

**SCHEDULE I  
TO  
MEMORANDUM OF LEASE**

**CARS:**

One hundred and forty-nine (149), 30,145 gallon capacity, DOT111A100W1 non-coiled, non-insulated tank cars bearing reporting marks:

TILX 199560-199562, 199564, 199569, 199573, 199580, 199590, 199592-199601, 199603-199609, 314664, 314668-314671, 314675-314692, 314694, 319546-319645.

**LEASE:** Schedule No. [ 02 ] dated February [ 19 ], 2013 to that Master Lease Agreement dated December 31, 2009 between The Andersons, Inc. and The Huntington National Bank.

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: 2/19/13

Edward M Luria  
Edward M. Luria