RECORDATION NO 30660
FILED March 08, 2013 09:00 AM
SURFACE TRANSPORTATION BOARD

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March 8, 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 Schedule #5 to Full Service Master Lease Agreement, dated as of April 14, 2011, 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, Ohio 43537

Lessee: BJ Services Company, U.S.A.
2929 Allen Parkway # 2100
Houston, TX 77019

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

300 railcars within the series: AEX 116 – AEX 1261, AEX 9630 – AEX 19118 and ITGX 12604 – ITGX 12714 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 Schedule #5 to Full Service Master 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

RECORDATION NO 30660
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SURFACE TRANSPORTATION BOARD

THE ANDERSONS, INC.

MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT

between

THE ANDERSONS, INC.

as Lessor

and

BJ SERVICES COMPANY, U.S.A.

as Lessee

MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of April 14, 2011, by and between THE ANDERSONS, INC., an Ohio Corporation ("Lessor"), and BJ SERVICES COMPANY, U.S.A., a Delaware Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #5 dated April 14, 2011 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of March 1, 2010 between Lessor and Lessee (the "Lease").

2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #5.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #5 to Full Service Master Lease Agreement to be executed as of the date first above written.

THE ANDERSONS, INC.
Lessor

By: Rasesh H. Shah

Printed Name: RASESH H. SHAH

Title: PRESIDENT RAIL GROUP

Date: 4/26/2011

BJ SERVICES COMPANY, U.S.A.
Lessee

By: [illegible]

Printed Name: Lindsay Link

Title: Vice President

Date: 4/19/11

Reviewed by BJ Legal
JMB
Initial Here

STATE OF OHIO, COUNTY OF LUCAS, TO WIT:

On this 26th day of April, 2011 before me appeared, RAJESH H. SINGH to me personally known, who being by me duly sworn, says that he is the PRESIDENT, RAILGROUP of THE ANDERSONS, INC., an Ohio Corporation, that said instrument was signed on April 26 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

NOTARIAL SEAL STATE OF OHIO

My commission expires:

Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 9-23-2015

STATE OF Texas, COUNTY OF Harris, TO WIT:

On this 19th day of April, 2011 before me appeared, Lindsay Link, to me personally known, who being by me duly sworn, says that he is a Vice President, of BJ SERVICES COMPANY, U.S.A., a Delaware Corporation, that said instrument was signed on April 19, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

BARBARA FUNDERBURG
Notary Public
State of Texas
Comm. Exp. 06-04-13

EXHIBIT A
EQUIPMENT

1	AEX 000116	51	AEX 009696	101	AEX 011628	151	AEX 014578	201	AEX 016498	251	AEX 017527
2	AEX 000173	52	AEX 009697	102	AEX 011637	152	AEX 014579	202	AEX 016511	252	AEX 017530
3	AEX 000185	53	AEX 009698	103	AEX 011638	153	AEX 014580	203	AEX 016529	253	AEX 017531
4	AEX 000205	54	AEX 009700	104	AEX 011639	154	AEX 014582	204	AEX 016535	254	AEX 017533
5	AEX 000210	55	AEX 009701	105	AEX 011642	155	AEX 014583	205	AEX 016563	255	AEX 017535
6	AEX 000216	56	AEX 009933	106	AEX 011651	156	AEX 014585	206	AEX 016574	256	AEX 017538
7	AEX 000221	57	AEX 009937	107	AEX 011675	157	AEX 014587	207	AEX 016586	257	AEX 017539
8	AEX 000232	58	AEX 009940	108	AEX 011677	158	AEX 014588	208	AEX 016588	258	AEX 017541
9	AEX 000352	59	AEX 009957	109	AEX 011681	159	AEX 014589	209	AEX 016602	259	AEX 017543
10	AEX 000417	60	AEX 010036	110	AEX 011682	160	AEX 014590	210	AEX 016604	260	AEX 017551
11	AEX 001136	61	AEX 010052	111	AEX 011683	161	AEX 014591	211	AEX 016641	261	AEX 017557
12	AEX 001261	62	AEX 010055	112	AEX 011684	162	AEX 014593	212	AEX 016650	262	AEX 017561
13	AEX 009630	63	AEX 010245	113	AEX 011688	163	AEX 014594	213	AEX 016677	263	AEX 017566
14	AEX 009631	64	AEX 010331	114	AEX 011690	164	AEX 014596	214	AEX 016740	264	AEX 017573
15	AEX 009632	65	AEX 010339	115	AEX 011691	165	AEX 014597	215	AEX 016742	265	AEX 017579
16	AEX 009633	66	AEX 010397	116	AEX 011696	166	AEX 014598	216	AEX 016743	266	AEX 017583
17	AEX 009634	67	AEX 011051	117	AEX 011700	167	AEX 014599	217	AEX 016748	267	AEX 017591
18	AEX 009637	68	AEX 011053	118	AEX 011708	168	AEX 014600	218	AEX 016757	268	AEX 017594
19	AEX 009642	69	AEX 011101	119	AEX 011719	169	AEX 014601	219	AEX 016760	269	AEX 017602
20	AEX 009645	70	AEX 011121	120	AEX 011730	170	AEX 014602	220	AEX 016761	270	AEX 017606
21	AEX 009646	71	AEX 011122	121	AEX 011764	171	AEX 014604	221	AEX 016767	271	AEX 017609
22	AEX 009647	72	AEX 011126	122	AEX 011769	172	AEX 014605	222	AEX 016770	272	AEX 017610
23	AEX 009648	73	AEX 011129	123	AEX 011773	173	AEX 014606	223	AEX 016784	273	AEX 019058
24	AEX 009649	74	AEX 011138	124	AEX 011775	174	AEX 014607	224	AEX 016791	274	AEX 019063
25	AEX 009650	75	AEX 011142	125	AEX 011776	175	AEX 014609	225	AEX 016794	275	AEX 019069
26	AEX 009651	76	AEX 011496	126	AEX 011779	176	AEX 014611	226	AEX 016843	276	AEX 019074
27	AEX 009652	77	AEX 011516	127	AEX 011794	177	AEX 014612	227	AEX 016846	277	AEX 019076
28	AEX 009653	78	AEX 011524	128	AEX 011805	178	AEX 014613	228	AEX 016848	278	AEX 019088
29	AEX 009655	79	AEX 011532	129	AEX 011822	179	AEX 014614	229	AEX 016859	279	AEX 019107
30	AEX 009656	80	AEX 011544	130	AEX 011862	180	AEX 014615	230	AEX 016860	280	AEX 019108
31	AEX 009657	81	AEX 011546	131	AEX 011872	181	AEX 014617	231	AEX 016862	281	AEX 019118
32	AEX 009658	82	AEX 011550	132	AEX 011935	182	AEX 014618	232	AEX 016863	282	ITGX012604
33	AEX 009659	83	AEX 011555	133	AEX 012425	183	AEX 014619	233	AEX 016869	283	ITGX012612
34	AEX 009663	84	AEX 011558	134	AEX 013305	184	AEX 014620	234	AEX 016875	284	ITGX012615
35	AEX 009664	85	AEX 011559	135	AEX 013309	185	AEX 014621	235	AEX 016884	285	ITGX012617
36	AEX 009665	86	AEX 011563	136	AEX 013318	186	AEX 014622	236	AEX 016886	286	ITGX012624
37	AEX 009667	87	AEX 011566	137	AEX 013336	187	AEX 014623	237	AEX 016890	287	ITGX012626
38	AEX 009668	88	AEX 011585	138	AEX 013414	188	AEX 014624	238	AEX 016891	288	ITGX012639
39	AEX 009677	89	AEX 011587	139	AEX 013543	189	AEX 014625	239	AEX 016897	289	ITGX012646
40	AEX 009680	90	AEX 011589	140	AEX 013636	190	AEX 014626	240	AEX 016899	290	ITGX012654
41	AEX 009681	91	AEX 011593	141	AEX 013642	191	AEX 014627	241	AEX 016905	291	ITGX012655
42	AEX 009682	92	AEX 011595	142	AEX 013643	192	AEX 014652	242	AEX 016908	292	ITGX012657
43	AEX 009683	93	AEX 011596	143	AEX 013672	193	AEX 014654	243	AEX 017484	293	ITGX012660
44	AEX 009685	94	AEX 011599	144	AEX 013678	194	AEX 014655	244	AEX 017487	294	ITGX012664
45	AEX 009686	95	AEX 011602	145	AEX 013730	195	AEX 014658	245	AEX 017489	295	ITGX012665
46	AEX 009690	96	AEX 011607	146	AEX 013740	196	AEX 014659	246	AEX 017497	296	ITGX012683
47	AEX 009691	97	AEX 011609	147	AEX 013748	197	AEX 014751	247	AEX 017502	297	ITGX012696
48	AEX 009692	98	AEX 011610	148	AEX 013756	198	AEX 016473	248	AEX 017510	298	ITGX012699
49	AEX 009693	99	AEX 011621	149	AEX 013774	199	AEX 016474	249	AEX 017519	299	ITGX012711
50	AEX 009695	100	AEX 011625	150	AEX 013775	200	AEX 016490	250	AEX 017525	300	ITGX012714

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: 5/8/13

Edward M Luria

Edward M. Luria