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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 4, 2015

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 Assignment of Lease Agreement, dated as of April 30, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 31703.

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

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

Assignee: First Financial Equipment Finance, LLC
255 East 5th Street
Cincinnati, OH 45202

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

36 railcars within the series AEX 017385 – AEX 017479 as more particularly set forth on the attachment to the document.

A short summary of the document to appear in the index is:

Section Chief
May 4, 2015
Page 2

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** (“Assignment”) is made entered into as of April 30, 2015 by and between The Andersons, Inc. (“Assignor”) and First Financial Equipment Finance, LLC (“Assignee”).

WHEREAS, Assignor and The Dow Chemical Company (“Lessee”), entered into a certain Full Service Lease Agreement effective January 1, 2014 (the “Master Lease”), and an Full Service Lease Agreement Rider, Deal #R02348 effective January 1, 2014 (collectively with Master Lease, the “Lease”), evidence of which is recorded with the Surface Transportation Board (“STB”) pursuant to 49 U.S.C. §11301, at recordation number 31703 ;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: The Andersons, Inc.

By: *James C. Burmeister*
James C. Burmeister

Title: Vice President Finance & Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared James C. Burmeister, Vice President, Finance & Treasurer, of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said company and by authority of its Board of Directors on behalf of the company and that the same is the free act and deed of said officer and of said company.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 29 day of April, 2015.

Lindsay Fisher
Notary Public
 LINDSAY FISHER
Notary Public, State of Ohio
My Commission Expires 10/5/19

ASSIGNEE: First Financial Equipment Finance, LLC

By: [Signature]

Title: VP

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Steve Liccardi of First Financial Equipment Finance, LLC, an Ohio limited liability company, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cincinnati, Ohio this 30 day of April, 2015.

[Signature]
Notary Public



JERRI SOUTHERLAND
Notary Public, State of Ohio
My Commission Expires Oct. 28, 2016

Exhibit A

Equipment

- 1 AEX 017385
- 2 AEX 017386
- 3 AEX 017387
- 4 AEX 017388
- 5 AEX 017391
- 6 AEX 017392
- 7 AEX 017399
- 8 AEX 017402
- 9 AEX 017404
- 10 AEX 017406
- 11 AEX 017407
- 12 AEX 017409
- 13 AEX 017413
- 14 AEX 017415
- 15 AEX 017417
- 16 AEX 017421
- 17 AEX 017422
- 18 AEX 017423
- 19 AEX 017427
- 20 AEX 017431
- 21 AEX 017433
- 22 AEX 017435
- 23 AEX 017436
- 24 AEX 017438
- 25 AEX 017441
- 26 AEX 017447
- 27 AEX 017448
- 28 AEX 017451
- 29 AEX 017456
- 30 AEX 017461
- 31 AEX 017465
- 32 AEX 017468
- 33 AEX 017471
- 34 AEX 017474
- 35 AEX 017477
- 36 AEX 017479

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: May 4, 2015

Edward M Luria

Edward M. Luria