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

June 18, 2014

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 June 17, 2014, 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 31238.

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

Assignor: The Andersons, Inc.  
480 West Dussell Drive  
Maumee, Ohio 43537

Assignee: Fifth Third Equipment Finance Company  
38 Fountain Square Plaza  
MD 10904A  
Cincinnati, Ohio 45263

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

31 covered hopper railcars: AEX 011553, AEX 012405, AEX 012583, AEX 012611, AEX 012631, AEX 012639, AEX 012653, AEX 012662, AEX 012664, AEX 012674, AEX 012675, AEX 012682, AEX 016532, AEX 016547, AEX 016603, AEX 016615, AEX 016621, AEX 016634, AEX 016662, AEX 016698, AEX 016781, AEX 016783, AEX 016892, AEX 017614, AEX 017615, AEX 017630, AEX 017633, AEX 017637, AEX 017644, AEX 017651, AEX 017657 and AEX 017658.

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

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$44.00 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

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** (“Assignment”) is made entered into as of June 17, 2014 by and between The Andersons, Inc. (“Assignor”) and Fifth Third Equipment Finance Company (“Assignee”).

**WHEREAS**, Assignor as Lessor, and Honeywell International Inc., on behalf of its Performance and Technologies business unit (“Lessee”), entered into a certain Full Service Lease Agreement effective June 1, 2011 (the “Master Lease”), and a Full Service Lease Agreement Rider, Deal #R01730 dated August 1, 2012 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 31238;

**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: Catherine Shelnick  
Catherine Shelnick  
Title: Assistant Treasurer, Short-Term Funding

STATE OF OHIO                    )  
COUNTY OF LUCAS            )    ss:

Before me, a Notary Public, in and for said county and state, personally appeared Catherine Shelnick, Assistant Treasurer, Short-Term Funding of The Andersons, Inc., an Ohio corporation, who acknowledged that she 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 12<sup>th</sup> day of JUN, 2014.

Rachell D. Fox  
Notary Public



RACHELL D. FOX  
NOTARY PUBLIC - OHIO  
MY COMMISSION EXPIRES 02-26-2018

ASSIGNEE: Fifth Third Equipment Finance Company

By: Jacob Uehli

Title: Officer

STATE OF OHIO            )  
COUNTY OF WILLIAMS    )    ss:

Before me, a Notary Public, in and for said county and state, personally appeared Jacob Uehli of the Fifth Third Equipment Finance Company, an Ohio corporation, 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 17 day of June, 2014.

Paula D. McQueen  
Notary Public



PAULA D. McQUEEN  
Notary Public, State of Ohio  
My Commission Expires  
October 21, 2018

**Exhibit A**  
**Equipment**

1	AEX 011553	R01730
2	AEX 012405	R01730
3	AEX 012583	R01730
4	AEX 012611	R01730
5	AEX 012631	R01730
6	AEX 012639	R01730
7	AEX 012653	R01730
8	AEX 012662	R01730
9	AEX 012664	R01730
10	AEX 012674	R01730
11	AEX 012675	R01730
12	AEX 012682	R01730
13	AEX 016532	R01730
14	AEX 016547	R01730
15	AEX 016603	R01730
16	AEX 016615	R01730
17	AEX 016621	R01730
18	AEX 016634	R01730
19	AEX 016662	R01730
20	AEX 016698	R01730
21	AEX 016781	R01730
22	AEX 016783	R01730
23	AEX 016892	R01730
24	AEX 017614	R01730
25	AEX 017615	R01730
26	AEX 017630	R01730
27	AEX 017633	R01730
28	AEX 017637	R01730
29	AEX 017651	R01730
30	AEX 017657	R01730
31	AEX 017658	R01730

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: 6/18/14

Edward M Luria  
Edward M. Luria