RECORDATION NO 30945-A FILD
October 17, 2013 09:30 AM
SURFACE TRANSPORTATION BOARD

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

October 17, 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 Assignment of Net Lease Agreement, dated as of September 30, 2013 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 30945.

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

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

Assignee: Manufacturers and Traders Trust Company
One Fountain Plaza
Buffalo, NY 14303

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

197 covered hopper railcars: TEIX 7802 and within the series TEIX 5703 – TEIX 5996 as set forth in the attachment to the document.

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

Memorandum of Assignment of Net Lease Agreement.

Also enclosed is a check in the amount of $41.00 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 30945-A FILD
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# MEMORANDUM OF ASSIGNMENT OF NET LEASE AGREEMENT

This **MEMORANDUM OF ASSIGNMENT OF NET LEASE AGREEMENT** ("Assignment") is made effective as of September 30, 2013 by and between The Andersons, Inc. ("Assignor") and Manufacturers and Traders Trust Company ("Assignee").

**WHEREAS,** Assignor and Westlake PVC Corporation ("Lessee") entered into a certain Net Lease Agreement (the "Master Lease") and Rider, Deal #R02107, to the Master Lease both effective March 1, 2013, for the Cars described on the attached Exhibit A (collectively the "Master Lease"). Evidence of the Lease has been recorded with the STB pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 30945.

**NOW, THERFORE,** 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]***

**ASSIGNOR:**

The Andersons, Inc.

By: Catherine Shelnick

Name: Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

**ASSIGNEE:**

Manufacturers and Traders Trust Company

By: _____

Name: Christopher J. Oliver

Title: Vice President

STATE OF OHIO )
) SS.:
COUNTY OF LUCAS )

On the 30th day of Sept., in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Catherine Shelnick, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Rachell D. Fox
Notary Public

STATE OF NEW YORK )
) SS.:
COUNTY OF MONROE )

On the 30th day of September, in the year 2013, before me, the undersigned, a notary public in and for said state; personally appeared Christopher J. Oliver, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Rosemarie Nucci
Notary Public

NOTARIAL SEAL
STATE OF OHIO

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

ROSEMARIE NUCCI
NOTARY PUBLIC, STATE OF NEW YORK
No. 01NU6031718
Qualified in Monroe County
My Commission Expires October 12, 2013

# Exhibit A

## Cars

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | TEIX005703 | | 51 | TEIX005781 | | 101 | TEIX005870 | | 151 | TEIX005935 |
| 2 | TEIX005707 | | 52 | TEIX005782 | | 102 | TEIX005872 | | 152 | TEIX005936 |
| 3 | TEIX005708 | | 53 | TEIX005784 | | 103 | TEIX005873 | | 153 | TEIX005937 |
| 4 | TEIX005710 | | 54 | TEIX005786 | | 104 | TEIX005876 | | 154 | TEIX005938 |
| 5 | TEIX005711 | | 55 | TEIX005789 | | 105 | TEIX005878 | | 155 | TEIX005941 |
| 6 | TEIX005713 | | 56 | TEIX005790 | | 106 | TEIX005879 | | 156 | TEIX005942 |
| 7 | TEIX005715 | | 57 | TEIX005792 | | 107 | TEIX005881 | | 157 | TEIX005943 |
| 8 | TEIX005716 | | 58 | TEIX005793 | | 108 | TEIX005882 | | 158 | TEIX005944 |
| 9 | TEIX005719 | | 59 | TEIX005794 | | 109 | TEIX005884 | | 159 | TEIX005945 |
| 10 | TEIX005720 | | 60 | TEIX005795 | | 110 | TEIX005885 | | 160 | TEIX005946 |
| 11 | TEIX005721 | | 61 | TEIX005798 | | 111 | TEIX005886 | | 161 | TEIX005947 |
| 12 | TEIX005723 | | 62 | TEIX005799 | | 112 | TEIX005887 | | 162 | TEIX005948 |
| 13 | TEIX005724 | | 63 | TEIX005800 | | 113 | TEIX005888 | | 163 | TEIX005949 |
| 14 | TEIX005725 | | 64 | TEIX005801 | | 114 | TEIX005889 | | 164 | TEIX005950 |
| 15 | TEIX005727 | | 65 | TEIX005802 | | 115 | TEIX005891 | | 165 | TEIX005953 |
| 16 | TEIX005728 | | 66 | TEIX005803 | | 116 | TEIX005893 | | 166 | TEIX005955 |
| 17 | TEIX005729 | | 67 | TEIX005805 | | 117 | TEIX005895 | | 167 | TEIX005957 |
| 18 | TEIX005730 | | 68 | TEIX005806 | | 118 | TEIX005896 | | 168 | TEIX005958 |
| 19 | TEIX005731 | | 69 | TEIX005807 | | 119 | TEIX005897 | | 169 | TEIX005959 |
| 20 | TEIX005732 | | 70 | TEIX005809 | | 120 | TEIX005898 | | 170 | TEIX005960 |
| 21 | TEIX005733 | | 71 | TEIX005810 | | 121 | TEIX005900 | | 171 | TEIX005961 |
| 22 | TEIX005735 | | 72 | TEIX005811 | | 122 | TEIX005901 | | 172 | TEIX005962 |
| 23 | TEIX005736 | | 73 | TEIX005812 | | 123 | TEIX005902 | | 173 | TEIX005963 |
| 24 | TEIX005737 | | 74 | TEIX005813 | | 124 | TEIX005903 | | 174 | TEIX005964 |
| 25 | TEIX005738 | | 75 | TEIX005814 | | 125 | TEIX005904 | | 175 | TEIX005965 |
| 26 | TEIX005740 | | 76 | TEIX005818 | | 126 | TEIX005905 | | 176 | TEIX005966 |
| 27 | TEIX005741 | | 77 | TEIX005820 | | 127 | TEIX005907 | | 177 | TEIX005967 |
| 28 | TEIX005745 | | 78 | TEIX005821 | | 128 | TEIX005908 | | 178 | TEIX005968 |
| 29 | TEIX005746 | | 79 | TEIX005822 | | 129 | TEIX005909 | | 179 | TEIX005969 |
| 30 | TEIX005747 | | 80 | TEIX005823 | | 130 | TEIX005910 | | 180 | TEIX005970 |
| 31 | TEIX005748 | | 81 | TEIX005824 | | 131 | TEIX005911 | | 181 | TEIX005971 |
| 32 | TEIX005750 | | 82 | TEIX005827 | | 132 | TEIX005912 | | 182 | TEIX005974 |
| 33 | TEIX005752 | | 83 | TEIX005829 | | 133 | TEIX005913 | | 183 | TEIX005975 |
| 34 | TEIX005754 | | 84 | TEIX005831 | | 134 | TEIX005914 | | 184 | TEIX005978 |
| 35 | TEIX005756 | | 85 | TEIX005832 | | 135 | TEIX005915 | | 185 | TEIX005979 |
| 36 | TEIX005757 | | 86 | TEIX005833 | | 136 | TEIX005916 | | 186 | TEIX005982 |
| 37 | TEIX005758 | | 87 | TEIX005835 | | 137 | TEIX005917 | | 187 | TEIX005983 |
| 38 | TEIX005759 | | 88 | TEIX005836 | | 138 | TEIX005918 | | 188 | TEIX005984 |
| 39 | TEIX005760 | | 89 | TEIX005837 | | 139 | TEIX005920 | | 189 | TEIX005985 |
| 40 | TEIX005761 | | 90 | TEIX005851 | | 140 | TEIX005922 | | 190 | TEIX005988 |
| 41 | TEIX005762 | | 91 | TEIX005852 | | 141 | TEIX005924 | | 191 | TEIX005989 |
| 42 | TEIX005763 | | 92 | TEIX005853 | | 142 | TEIX005925 | | 192 | TEIX005990 |
| 43 | TEIX005764 | | 93 | TEIX005855 | | 143 | TEIX005926 | | 193 | TEIX005992 |
| 44 | TEIX005765 | | 94 | TEIX005859 | | 144 | TEIX005927 | | 194 | TEIX005993 |
| 45 | TEIX005766 | | 95 | TEIX005861 | | 145 | TEIX005928 | | 195 | TEIX005995 |
| 46 | TEIX005769 | | 96 | TEIX005862 | | 146 | TEIX005929 | | 196 | TEIX007802 |
| 47 | TEIX005770 | | 97 | TEIX005863 | | 147 | TEIX005931 | | 197 | TEIX005996 |
| 48 | TEIX005774 | | 98 | TEIX005864 | | 148 | TEIX005932 | | | |
| 49 | TEIX005776 | | 99 | TEIX005866 | | 149 | TEIX005933 | | | |
| 50 | TEIX005780 | | 100 | TEIX005869 | | 150 | TEIX005934 | | | |

## 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: 10/17/13

Edward M Luria

Edward M. Luria