

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

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

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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 documents being filed with the Board under Recordation Number 31239.

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

Section Chief  
June 18, 2014  
Page 2

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

47 covered hopper railcars within the series AEX 11761 – AEX 16405 as set forth in the attachment to the document.

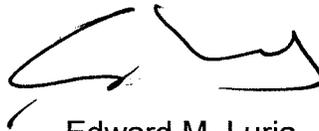
A short summary of the document to appear in the index is:

Memorandum of Assignment of 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,

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

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 #R01743, both 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 31239A;

**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 17<sup>th</sup> day of June, 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 Uehlin

Title: Officer

STATE OF OHIO                    )  
COUNTY OF WILLIAMS        )    ss:

Before me, a Notary Public, in and for said county and state, personally appeared Jacob Uehlin 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 011761	R01743	32	AEX 016358	R01743
2	AEX 011844	R01743	33	AEX 016359	R01743
3	AEX 011887	R01743	34	AEX 016360	R01743
4	AEX 016254	R01743	35	AEX 016369	R01743
5	AEX 016257	R01743	36	AEX 016375	R01743
6	AEX 016258	R01743	37	AEX 016376	R01743
7	AEX 016259	R01743	38	AEX 016377	R01743
8	AEX 016261	R01743	39	AEX 016380	R01743
9	AEX 016262	R01743	40	AEX 016381	R01743
10	AEX 016268	R01743	41	AEX 016382	R01743
11	AEX 016269	R01743	42	AEX 016383	R01743
12	AEX 016270	R01743	43	AEX 016386	R01743
13	AEX 016274	R01743	44	AEX 016387	R01743
14	AEX 016276	R01743	45	AEX 016389	R01743
15	AEX 016278	R01743	46	AEX 016403	R01743
16	AEX 016286	R01743	47	AEX 016405	R01743
17	AEX 016288	R01743			
18	AEX 016291	R01743			
19	AEX 016292	R01743			
20	AEX 016294	R01743			
21	AEX 016298	R01743			
22	AEX 016338	R01743			
23	AEX 016342	R01743			
24	AEX 016346	R01743			
25	AEX 016347	R01743			
26	AEX 016349	R01743			
27	AEX 016351	R01743			
28	AEX 016353	R01743			
29	AEX 016354	R01743			
30	AEX 016355	R01743			
31	AEX 016357	R01743			

**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