

RECORDATION NO. 16699-F FILED

SEP 24 '07 -3 0 6 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 24, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

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, dated as of June 27, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment previously filed with the Commission under Recordation Number 16699.

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

Assignor:	Citicorp Railmark, Inc. 388 Greenwich Street, 20 <sup>th</sup> Floor New York, New York 10013
Assignee:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537

Mr. Vernon A. Williams  
September 24, 2007  
Page 2

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

81 open top hopper cars within the series AEPX 000854 - AEPX 001010 as more particularly set forth in the equipment schedule attached to the document.

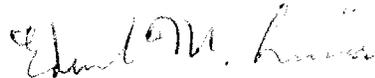
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$35.00 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

RWA/sem  
Enclosures

SEP 24 '07 -3 06 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE**

**THIS MEMORANDUM OF ASSIGNMENT OF LEASE** dated as of this 27th day of June, 2007, is made by Citicorp Railmark, Inc., a Delaware corporation, with an address at 388 Greenwich Street, 20th Floor New York, NY 10013 (the "Transferor"), and The Andersons, Inc., an Ohio corporation, with an address at 480 W. Dussel Drive, Maumee, Ohio 43537 (the "Transferee" and, together with the Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, the Transferor, as lessor, and Indiana Michigan Power Company (the "Lessee"), as lessee, previously entered into the following documents (collectively referred to as the "Lease Agreement") pursuant to which Lessee leased the railcars identified on Schedule 1 attached hereto (the "Equipment"):

1. Lease of Railroad Equipment, dated as of December 29, 1989, between Mellon Financial Services Corporation #3, as Lessor, and Indiana Michigan Power Company, as Lessee (the "Lease").
2. Amendment No. 1 to the Lease, dated as of January 1, 1990, between Lessor and Lessee.
3. Lease Supplement No. 2 to the Lease, dated January 12, 1990, between Lessor and Lessee.
4. Amendment No. 2 to the Lease, dated as of March 1, 1993, between Lessor and Lessee.
5. Lease Amendment No. 3 to the Lease, dated as of September 13, 2004, between Lessor and Lessee.

**WHEREAS**, pursuant to a Purchase Agreement dated as of June 27, 2007 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease Agreement arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

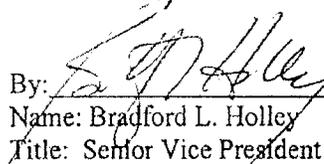
**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of

Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

**IN WITNESS WHEREOF**, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By:   
Name: Bradford L. Holley  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**THE ANDERSONS, INC.**

By: \_\_\_\_\_  
Name: Nicholas C. Conrad  
Title: Assistant Treasurer

Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

**IN WITNESS WHEREOF**, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_  
Name: Bradford L. Holley  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**THE ANDERSONS, INC.**

By: Nicholas C. Conrad  
Name: Nicholas C. Conrad  
Title: Assistant Treasurer

**SCHEDULE 1  
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**THE EQUIPMENT**

Eighty one (81) Open Top Hopper Cars bearing the following road marks and numbers (all inclusive):

1	AEPX	000864	48	AEPX	000958
2	AEPX	000867	49	AEPX	000960
3	AEPX	000865	50	AEPX	000961
4	AEPX	000867	51	AEPX	000962
5	AEPX	000870	52	AEPX	000963
6	AEPX	000871	53	AEPX	000964
7	AEPX	000875	54	AEPX	000965
8	AEPX	000878	55	AEPX	000966
9	AEPX	000880	56	AEPX	000967
10	AEPX	000881	57	AEPX	000968
11	AEPX	000883	58	AEPX	000970
12	AEPX	000884	59	AEPX	000972
13	AEPX	000887	60	AEPX	000973
14	AEPX	000888	61	AEPX	000974
15	AEPX	000896	62	AEPX	000975
16	AEPX	000902	63	AEPX	000976
17	AEPX	000903	64	AEPX	000980
18	AEPX	000904	65	AEPX	000981
19	AEPX	000908	66	AEPX	000982
20	AEPX	000910	67	AEPX	000985
21	AEPX	000911	68	AEPX	000986
22	AEPX	000913	69	AEPX	000987
23	AEPX	000914	70	AEPX	000989
24	AEPX	000916	71	AEPX	000991
25	AEPX	000916	72	AEPX	000994
26	AEPX	000918	73	AEPX	000995
27	AEPX	000919	74	AEPX	000996
28	AEPX	000920	75	AEPX	000998
29	AEPX	000922	76	AEPX	000999
30	AEPX	000926	77	AEPX	001000
31	AEPX	000927	78	AEPX	001001
32	AEPX	000929	79	AEPX	001002
33	AEPX	000930	80	AEPX	001005
34	AEPX	000932	81	AEPX	001010
35	AEPX	000935			
36	AEPX	000936			
37	AEPX	000940			
38	AEPX	000941			
39	AEPX	000942			
40	AEPX	000944			
41	AEPX	000945			
42	AEPX	000947			
43	AEPX	000948			
44	AEPX	000952			
45	AEPX	000953			
46	AEPX	000954			
47	AEPX	000956			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 9/24/07

  
\_\_\_\_\_  
Robert W. Alvord