

RECORDATION NO. 27741-A FILED

DEC 03 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

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

May 2, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of November 19, 2008, 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 27741.

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

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

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue So., Suite 700,  
Minneapolis MN 55402

Anne K. Quinlan, Esquire  
December 3, 2008  
Page 2

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

22 covered hopper railcars within the series AEX 5022 – AEX 9164 as more particularly set forth in the equipment schedule attached to the document.

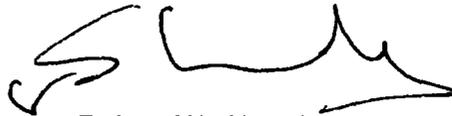
A short summary of the document to appear in the index is:

Memorandum of Assignment 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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is stylized with a large initial "R" and a long horizontal stroke.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO:

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**WELLS  
FARGO**

Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

SURFACE TRANSPORTATION BOARD

**Memorandum of  
Assignment Agreement**

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 19th day of November, 2008, by and between The Andersons, Inc., a Ohio corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

**WITNESSETH**

1. Assignor has agreed to assign to Assignee that certain Rider No. R01288, dated as of April 10, 2008, to Full Service Lease Agreement, dated as of April 10, 2008, by and between LifeLine Foods LLC ("Lessee") and The Andersons, Inc. ("Lessor"), between Assignor, as Lessor and LifeLine Foods LLC, as Lessee for the Twenty-Two (22) Used Covered Hopper Railcars bearing the railroad reporting markings set forth on Schedule A attached hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of November 19, 2008.

The Andersons, Inc.

By: Nicholas Conrad

Title: Assistant Treasurer

Wells Fargo Equipment Finance, Inc.

By: Steve M. Adams

Title: Sr. Contract Admin

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this 24<sup>th</sup> day of November, 2008 before me personally appeared, Pefer J. Naas to me personally known, who being by me duly sworn, says that s/he is the Sr Contract Admin of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Michael Alex Underwood  
Notary Public



My commission expires: January 31, 2013

STATE OF OHIO  
COUNTY OF LUCAS

On this 19th day of November, 2008 before me personally appeared, Nicholas C. Conrad to me personally known, who being by me duly sworn, says that s/he is the Assistant Treasurer Of The Andersons, Inc., a(n) Ohio corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Judy A. Baldwin  
Notary Public



My commission expires: 02/01/2010

**JUDY A. BALDWIN**  
Notary Public, State of Ohio  
Commission Expires 02/01/2010



Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

**Schedule A**  
to Memorandum of  
Assignment Agreement

Lessee: The Andersons, Inc.

Twenty-Two (22) Used Covered Hopper Railcars with the following markings:

1	AEX 005022	12	AEX 005890
2	AEX 005596	13	AEX 006410
3	AEX 005619	14	AEX 006492
4	AEX 005630	15	AEX 006512
5	AEX 005643	16	AEX 006067
6	AEX 005697	17	AEX 009167
7	AEX 005700	18	AEX 009263
8	AEX 005704	19	AEX 009264
9	AEX 005844	20	AEX 009168
10	AEX 005855	21	AEX 009161
11	AEX 005888	22	AEX 009164



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:

12/3/08



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