

RECORDATION NO. 27860-A **FILED**

MAR 25 '09 -1 00 PM

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SURFACE TRANSPORTATION BOARD

**OF COUNSEL
URBAN A. LESTER**

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

March 25, 2009

**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 Termination of Sublease and Memorandum of Sublease Assignment for Security Purposes, dated as of March 19, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27860.

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

**Lessor/Assignee: U.S. Bancorp Equipment Finance, Inc.
formerly known as U.S. Bancorp Leasing &
Financial
13010 SW 68th Parkway
Portland, OR 97223**

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

Anne K. Quinlan, Esquire
March 25, 2009
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A description of the railroad equipment covered by the enclosed document is:

128 Autoflood coal railcars: AEX 16011 - AEX16138 (previously marked within the series IPWX 6102 – IPWX 6240 as more particularly set forth in Exhibit B attached to the document).

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

Termination of Sublease and Memorandum of Sublease Assignment for Security Purposes.

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,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

TERMINATION OF SUBLEASE AND MEMORANDUM OF SUBLEASE ASSIGNMENT FOR SECURITY PURPOSES

This MEMORANDUM OF SUBLEASE ASSIGNMENT FOR SECURITY PURPOSES ("Assignment") is made and entered into as of March 19, 2009, by and between The Andersons, Inc. ("Assignor") and U.S. Bancorp Equipment Finance, Inc. ("Assignee") (collectively "Parties").

WHEREAS, Assignor previously entered into an Assignment for Security Purposes ("Lease Assignment") dated January 31, 2007 whereby the Assignor agreed to assign to Assignee all of Assignor's rights, title, and interest in, to and under the Lease Agreement no. 0205-97-01 dated August 21, 1998 and Rider #2 dated March 21, 2005 between Assignor, as Lessor, and Interstate Power and Light Company, as Lessee, (collectively, the "Lease") pertaining to the rail cars described on the attached Exhibit A ("Equipment"). Evidence of the Assignment was recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on Feb. 01, 2007 at 8:30 AM and assigned recordation number 26703-B. The Lease with the Lessee has since been terminated effective June 1, 2008.

WHEREAS, Assignor has now assigned to Assignee a new sublease for the Equipment described in Exhibit A.

NOW, THEREFORE, the Parties agree as follows:

The Sublease between Assignor, as Sublessor, and Interstate Power and Light Company, as Sublessee, has been terminated effective June 1, 2008.

The Lease Assignment evidenced by the Memorandum of Lease Assignment filed under Recordation Number 26703-B is terminated.

The Parties have entered into that certain Assignment for Security Purposes of a Sublease ("Sublease Assignment") dated March 19, 2009 whereby the Assignor has agreed to grant a security interest in and assigns to Assignee the Full Service Lease Agreement dated March 1, 2005 and the Rider Deal #R01278 dated June 1, 2008 (collectively, the "Sublease") by and between Assignor as Sublessor, and Canadian Pacific Railway Company ("Sublessee"), as Sublessee, and all of Assignor's rights, title and interest in and to the leased property described in Exhibit B and all rights, powers, and remedies in the Sublease, including all rents, income, and sums due or to become due and any notes, contracts of guaranty or surety and collateral of any kind or nature which Assignor has or may have, now or hereafter, and any and all proceeds of all of the foregoing subject to the terms defined in said Sublease Assignment.

IN WITNESS WHEREOF, the Parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written. 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 Pages to Follow]

ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

19th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of March, 2009.



Judy A. Baldwin
Notary Public
My commission expires 02/01/2010
JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

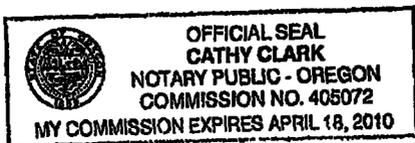
ASSIGNEE: U.S. BANCORP EQUIPMENT FINANCE, INC.

By: Kristin Voss
Name: Kristin Voss
Title: Vice President

STATE OF Oregon)
COUNTY OF Washington) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Kristin Voss, the Vice President of U.S.B.E.F., an OR 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 Portland, Oregon this 23 day of March, 2009.



Cathy Clark
Notary Public
My Commission Expires: 4/18/2010

Exhibit A Equipment

One hundred Twenty Eight (128) 1999 Johnstown America Autoflood Coal Railcars with the following marks and numbers:

IPWX 6102	IPWX 6124	IPWX 6148	IPWX 6171	IPWX 6196	IPWX 6221
IPWX 6103	IPWX 6125	IPWX 6149	IPWX 6173	IPWX 6198	IPWX 6222
IPWX 6104	IPWX 6126	IPWX 6150	IPWX 6174	IPWX 6199	IPWX 6223
IPWX 6105	IPWX 6127	IPWX 6151	IPWX 6175	IPWX 6200	IPWX 6224
IPWX 6106	IPWX 6128	IPWX 6153	IPWX 6176	IPWX 6201	IPWX 6225
IPWX 6107	IPWX 6129	IPWX 6154	IPWX 6177	IPWX 6202	IPWX 6226
IPWX 6108	IPWX 6130	IPWX 6155	IPWX 6178	IPWX 6204	IPWX 6227
IPWX 6109	IPWX 6131	IPWX 6156	IPWX 6179	IPWX 6205	IPWX 6228
IPWX 6110	IPWX 6132	IPWX 6157	IPWX 6180	IPWX 6206	IPWX 6229
IPWX 6111	IPWX 6133	IPWX 6158	IPWX 6181	IPWX 6207	IPWX 6231
IPWX 6112	IPWX 6134	IPWX 6159	IPWX 6182	IPWX 6208	IPWX 6233
IPWX 6113	IPWX 6135	IPWX 6160	IPWX 6183	IPWX 6209	IPWX 6234
IPWX 6114	IPWX 6136	IPWX 6161	IPWX 6184	IPWX 6210	IPWX 6235
IPWX 6115	IPWX 6137	IPWX 6162	IPWX 6185	IPWX 6211	IPWX 6236
IPWX 6116	IPWX 6139	IPWX 6163	IPWX 6186	IPWX 6213	IPWX 6237
IPWX 6117	IPWX 6140	IPWX 6164	IPWX 6187	IPWX 6214	IPWX 6238
IPWX 6118	IPWX 6141	IPWX 6165	IPWX 6188	IPWX 6215	IPWX 6239
IPWX 6119	IPWX 6142	IPWX 6166	IPWX 6189	IPWX 6216	IPWX 6240
IPWX 6120	IPWX 6143	IPWX 6167	IPWX 6190	IPWX 6217	
IPWX 6121	IPWX 6144	IPWX 6168	IPWX 6191	IPWX 6218	
IPWX 6122	IPWX 6146	IPWX 6169	IPWX 6194	IPWX 6219	
IPWX 6123	IPWX 6147	IPWX 6170	IPWX 6195	IPWX 6220	

**Exhibit B
Equipment**

One hundred Twenty Eight (128) 1999 Johnstown America Autoflood Coal Railcars with the following marks and numbers:

<u>Old Numbers</u>	<u>Restated Numbers</u>	<u>Old Numbers</u>	<u>Restated Numbers</u>
IPWX 6102	AEX 016011	IPWX 6169	AEX 016075
IPWX 6103	AEX 016012	IPWX 6170	AEX 016076
IPWX 6104	AEX 016013	IPWX 6171	AEX 016077
IPWX 6105	AEX 016014	IPWX 6173	AEX 016078
IPWX 6106	AEX 016015	IPWX 6174	AEX 016079
IPWX 6107	AEX 016016	IPWX 6175	AEX 016080
IPWX 6108	AEX 016017	IPWX 6176	AEX 016081
IPWX 6109	AEX 016018	IPWX 6177	AEX 016082
IPWX 6110	AEX 016019	IPWX 6178	AEX 016083
IPWX 6111	AEX 016020	IPWX 6179	AEX 016084
IPWX 6112	AEX 016021	IPWX 6180	AEX 016085
IPWX 6113	AEX 016022	IPWX 6181	AEX 016086
IPWX 6114	AEX 016023	IPWX 6182	AEX 016087
IPWX 6115	AEX 016024	IPWX 6183	AEX 016088
IPWX 6116	AEX 016025	IPWX 6184	AEX 016089
IPWX 6117	AEX 016026	IPWX 6185	AEX 016090
IPWX 6118	AEX 016027	IPWX 6186	AEX 016091
IPWX 6119	AEX 016028	IPWX 6187	AEX 016092
IPWX 6120	AEX 016029	IPWX 6188	AEX 016093
IPWX 6121	AEX 016030	IPWX 6189	AEX 016094
IPWX 6122	AEX 016031	IPWX 6190	AEX 016095
IPWX 6123	AEX 016032	IPWX 6191	AEX 016096
IPWX 6124	AEX 016033	IPWX 6194	AEX 016097
IPWX 6125	AEX 016034	IPWX 6195	AEX 016098
IPWX 6126	AEX 016035	IPWX 6196	AEX 016099
IPWX 6127	AEX 016036	IPWX 6198	AEX 016100
IPWX 6128	AEX 016037	IPWX 6199	AEX 016101
IPWX 6129	AEX 016038	IPWX 6200	AEX 016102
IPWX 6130	AEX 016039	IPWX 6201	AEX 016103
IPWX 6131	AEX 016040	IPWX 6202	AEX 016104
IPWX 6132	AEX 016041	IPWX 6204	AEX 016105
IPWX 6133	AEX 016042	IPWX 6205	AEX 016106
IPWX 6134	AEX 016043	IPWX 6206	AEX 016107
IPWX 6135	AEX 016044	IPWX 6207	AEX 016108
IPWX 6136	AEX 016045	IPWX 6208	AEX 016109
IPWX 6137	AEX 016046	IPWX 6209	AEX 016110
IPWX 6139	AEX 016047	IPWX 6210	AEX 016111
IPWX 6140	AEX 016048	IPWX 6211	AEX 016112
IPWX 6141	AEX 016049	IPWX 6213	AEX 016113
IPWX 6142	AEX 016050	IPWX 6214	AEX 016114
IPWX 6143	AEX 016051	IPWX 6215	AEX 016115
IPWX 6144	AEX 016052	IPWX 6216	AEX 016116
IPWX 6146	AEX 016053	IPWX 6217	AEX 016117
IPWX 6147	AEX 016054	IPWX 6218	AEX 016118
IPWX 6148	AEX 016055	IPWX 6219	AEX 016119
IPWX 6149	AEX 016056	IPWX 6220	AEX 016120
IPWX 6150	AEX 016057	IPWX 6221	AEX 016121

IPWX	6151	AEX	016058	IPWX	6222	AEX	016122
IPWX	6153	AEX	016059	IPWX	6223	AEX	016123
IPWX	6154	AEX	016060	IPWX	6224	AEX	016124
IPWX	6155	AEX	016061	IPWX	6225	AEX	016125
IPWX	6156	AEX	016062	IPWX	6226	AEX	016126
IPWX	6157	AEX	016063	IPWX	6227	AEX	016127
IPWX	6158	AEX	016064	IPWX	6228	AEX	016128
IPWX	6159	AEX	016065	IPWX	6229	AEX	016129
IPWX	6160	AEX	016066	IPWX	6231	AEX	016130
IPWX	6161	AEX	016067	IPWX	6233	AEX	016131
IPWX	6162	AEX	016068	IPWX	6234	AEX	016132
IPWX	6163	AEX	016069	IPWX	6235	AEX	016133
IPWX	6164	AEX	016070	IPWX	6236	AEX	016134
IPWX	6165	AEX	016071	IPWX	6237	AEX	016135
IPWX	6166	AEX	016072	IPWX	6238	AEX	016136
IPWX	6167	AEX	016073	IPWX	6239	AEX	016137
IPWX	6168	AEX	016074	IPWX	6240	AEX	016138

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: 3/25/09



Robert W. Alvord