

RECORDATION NO. 26833-A FILED

MAR 05 '07 -12 24 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 5, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

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 Agreement, dated as of March 1, 2007, 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 _____.

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

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

Assignee: Banc of America Leasing & Capital, LLC
 One Financial Plaza, 5th Floor
 Providence, RI 02903

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

30 gondola railcars within the series AEX 12880 – AEX 12927 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 Agreement.

Also enclosed is a check in the amount of \$34.00 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

RECORDED 26833-A

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered into as of March 1, 2007, by and between The Andersons, Inc. ("Assignor") and Banc of America Leasing and Capital, LLC ("Assignee").

WHEREAS, The Andersons, Inc., as Lessor, and Gerdau Ameristeel US Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement, and Rider Deal #R00974, both dated June 28, 2006 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

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.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

[Signature Pages to Follow]

ASSIGNOR: THE ANDERSONS, INC.

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

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant 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.

2nd In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of March, 2007.



Judy A. Baldwin
Notary Public

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

BANC OF AMERICA LEASING AND CAPITAL, LLC

By: Patricia Smith-Disu
Patricia Smith-Disu
Vice President

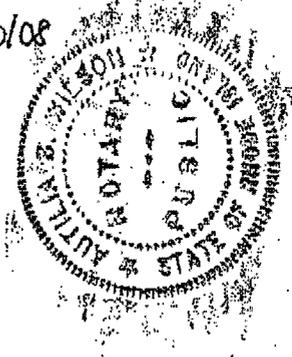
STATE OF RHODE ISLAND)
) ss:
COUNTY OF PROVIDENCE)

Before me, a Notary Public, in and for said county and state, personally appeared Patricia Smith-Disu, the Vice President of Banc of America Leasing and Capital, LLC, a Delaware limited liability company, who acknowledged that he/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 Providence, Rhode Island this 5th day of March, 2007.

Autilia B. Wilson
Notary Public

Autilia B. Wilson
Notary Public
State of Rhode Island
Providence Plantations
My Commission Expires: 10/20/08



Equipment

Thirty (30) Gondolas

1	AEX 012880	16	AEX 012907
2	AEX 012882	17	AEX 012908
3	AEX 012884	18	AEX 012909
4	AEX 012885	19	AEX 012913
5	AEX 012889	20	AEX 012914
6	AEX 012890	21	AEX 012915
7	AEX 012891	22	AEX 012916
8	AEX 012892	23	AEX 012917
9	AEX 012893	24	AEX 012918
10	AEX 012894	25	AEX 012919
11	AEX 012898	26	AEX 012921
12	AEX 012900	27	AEX 012922
13	AEX 012902	28	AEX 012923
14	AEX 012905	29	AEX 012926
15	AEX 012906	30	AEX 012927

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: March 5, 2007



Edward M. Luria