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URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

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, 20th Floor
New York, New York 10013

Assignee: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Mr. Vernon A. Williams
September 24, 2007
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A description of the railroad equipment covered by the enclosed document is:

127 open top hopper cars within the series AEPX 000753 - AEPX 001123 as more particularly set forth in the equipment schedule attached to the document.

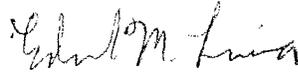
A short summary of the document to appear in the index is:

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 0 6 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, 24th 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. Lease Supplement No. 1 to the Lease, dated December 29, 1989, between Lessor and Lessee.
3. Amendment No. 1 to the Lease, dated as of January 1, 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.

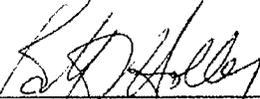
NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of

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

One hundred twenty seven (127) Open Top Hopper Cars bearing the following road marks and numbers²:

| | | | | | | | | |
|----|------|--------|----|------|--------|-----|------|--------|
| 1 | AEPX | 00(753 | 45 | AEPX | 000819 | 89 | AEPX | 001064 |
| 2 | AEPX | 00(754 | 46 | AEPX | 000820 | 90 | AEPX | 001065 |
| 3 | AEPX | 00(756 | 47 | AEPX | 000823 | 91 | AEPX | 001066 |
| 4 | | | 48 | AEPX | 000827 | 92 | AEPX | 001068 |
| 5 | AEPX | 00(759 | 49 | AEPX | 000828 | 93 | AEPX | 001071 |
| 6 | AEPX | 00(761 | 50 | AEPX | 000833 | 94 | AEPX | 001072 |
| 7 | AEPX | 00(763 | 51 | AEPX | 000834 | 96 | AEPX | 001073 |
| 8 | AEPX | 00(764 | 52 | AEPX | 000844 | 96 | AEPX | 001074 |
| 9 | AEPX | 00(765 | 53 | AEPX | 000846 | 97 | AEPX | 001076 |
| 10 | AEPX | 00(767 | 54 | AEPX | 000848 | 98 | AEPX | 001077 |
| 11 | AEPX | 00(768 | 55 | | | 99 | AEPX | 001078 |
| 12 | AEPX | 00(769 | 56 | AEPX | 001014 | 100 | AEPX | 001082 |
| 13 | AEPX | 00(770 | 57 | AEPX | 001016 | 101 | AEPX | 001083 |
| 14 | AEPX | 00(771 | 58 | AEPX | 001019 | 102 | AEPX | 001084 |
| 15 | AEPX | 00(772 | 59 | AEPX | 001021 | 103 | AEPX | 001085 |
| 16 | AEPX | 00(774 | 60 | AEPX | 001022 | 104 | AEPX | 001087 |
| 17 | AEPX | 00(777 | 61 | AEPX | 001024 | 105 | AEPX | 001088 |
| 18 | AEPX | 00(778 | 62 | AEPX | 001025 | 106 | AEPX | 001089 |
| 19 | AEPX | 00(779 | 63 | AEPX | 001026 | 107 | AEPX | 001090 |
| 20 | AEPX | 00(780 | 64 | AEPX | 001028 | 108 | AEPX | 001091 |
| 21 | AEPX | 00(781 | 65 | AEPX | 001030 | 109 | | |
| 22 | AEPX | 00(782 | 66 | AEPX | 001032 | 110 | AEPX | 001093 |
| 23 | AEPX | 00(785 | 67 | AEPX | 001033 | 111 | AEPX | 001095 |
| 24 | AEPX | 00(787 | 68 | AEPX | 001034 | 112 | AEPX | 001096 |
| 25 | AEPX | 00(788 | 69 | AEPX | 001035 | 113 | AEPX | 001097 |
| 26 | AEPX | 00(789 | 70 | | | 114 | AEPX | 001098 |
| 27 | AEPX | 00(790 | 71 | AEPX | 001037 | 115 | AEPX | 001099 |
| 28 | | | 72 | AEPX | 001038 | 116 | AEPX | 001100 |
| 29 | AEPX | 00(793 | 73 | AEPX | 001039 | 117 | AEPX | 001101 |
| 30 | AEPX | 00(795 | 74 | AEPX | 001040 | 118 | AEPX | 001102 |
| 31 | AEPX | 00(796 | 75 | AEPX | 001041 | 119 | AEPX | 001103 |
| 32 | AEPX | 00(797 | 76 | AEPX | 001042 | 120 | AEPX | 001105 |
| 33 | AEPX | 00(800 | 77 | AEPX | 001043 | 121 | AEPX | 001106 |
| 34 | AEPX | 00(801 | 78 | AEPX | 001045 | 122 | AEPX | 001108 |
| 35 | AEPX | 00(802 | 79 | AEPX | 001046 | 123 | AEPX | 001109 |
| 36 | AEPX | 00(805 | 80 | AEPX | 001048 | 124 | AEPX | 001111 |
| 37 | AEPX | 00(806 | 81 | AEPX | 001049 | 125 | AEPX | 001113 |
| 38 | AEPX | 00(807 | 82 | AEPX | 001051 | 126 | AEPX | 001114 |
| 39 | AEPX | 00(809 | 83 | AEPX | 001052 | 127 | | |
| 40 | AEPX | 00(810 | 84 | AEPX | 001055 | 128 | AEPX | 001116 |
| 41 | AEPX | 00(811 | 85 | AEPX | 001057 | 129 | AEPX | 001118 |
| 42 | AEPX | 00(813 | 86 | AEPX | 001059 | 130 | AEPX | 001120 |
| 43 | AEPX | 00(814 | 87 | AEPX | 001061 | 131 | AEPX | 001121 |
| 44 | AEPX | 00(817 | 88 | AEPX | 001063 | 132 | AEPX | 001122 |

² AEPX 757, AEPX 792, AEPX 849, AEPX 1036, AEPX 1092 and AEPX 1115 have been excluded for all purposes of the Purchase Agreement and all rights with respect thereto remain the property of the Transferor.

133 AEPX 00:123

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