

RECORDATION NO. 27781 FILED

DEC 31 '08 -12 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
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December 31, 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 December 30, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

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 31, 2008  
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A description of the railroad equipment covered by the enclosed document  
is:

4 locomotives: FEC 104 - FEC 107.

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,



Robert W. Alvord

RWA/sem  
Enclosures

DEC 31 '08 -12 00 PM



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 30th day of December, 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 Schedule No. 2 dated as of December 30, 2008, between The Andersons, Inc. (as assignee of LaSalle National Leasing Corporation, "LaSalle"), as lessor ("Lessor"), and Florida East Coast Railway, L.L.C. as lessee ("Lessee"), pursuant to that certain Locomotive Net Leasing Agreement dated December 14, 2006 between ~~LaSalle National Leasing Corporation, as Lessor, and Florida East Coast Railway, L.L.C. as Lessee.~~ LaSalle National Leasing Corporation as Lessor, and Florida East Coast Railway, L.L.C. as Lessee., for the Four (4) 2008 SD70M-2 Locomotives bearing the railroad reporting makings 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 December 30, 2008.

The Andersons, Inc.

Wells Fargo Equipment Finance, Inc.

By: *Greg Smith*

By: \_\_\_\_\_

Title: V.P., Finance and Treasurer

Title: \_\_\_\_\_



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.

Four (4) 2008 SD70M-2 Locomotives with the following markings:

1	FEC 104
2	FEC 105
3	FEC 106
4	FEC 107



STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this \_\_\_\_\_ day of \_\_\_\_\_, 2008 before me personally appeared, \_\_\_\_\_ to me personally known, who being by me duly sworn, says that s/he is the \_\_\_\_\_ 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]

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF OHIO  
COUNTY OF LUCAS

On this 30th day of December, 2008 before me personally appeared, Gary Smith to me personally known, who being by me duly sworn, says that s/he is the V.P., Finance & 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.



Judy A. Baldwin  
Notary Public

My commission expires: 02/01/2010

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

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: 12/31/08



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