

RECORDATION NO. 30148-A FILED
March 30, 2012 03:30 PM
SURFACE TRANSPORTATION BOARD

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March 30, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

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 29, 2012, 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 30148.

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

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

Assignee: Wells Fargo Equipment Finance, Inc.
Investors Building, Suite 700
733 Marquette Avenue
Minneapolis, Minnesota 55402

Chief
Section of Administration
March 30, 2012
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A description of the railroad equipment covered by the enclosed document is:

27 covered hopper railcars: AEX 008520, AEX 008527, AEX 008536, AEX 008545, AEX 008584, AEX 008585, AEX 008631, AEX 008655, AEX 008657, AEX 008725, AEX 009046, AEX 009050, AEX 009051, AEX 009054, AEX 009061, AEX 009072, AEX 009074, AEX 009092, AEX 009114, AEX 009142, AEX 009143, AEX 009144, AEX 009146, AEX 009147, AEX 009152, AEX 009155, AEX 009158.

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 \$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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** ("Assignment") is made entered into as of March 29, 2012 by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, Assignor and Lessee entered into Rider dated effective as of December 7, 2009 for those units of equipment described on the attached **Exhibit A**, (collectively with Master Lease, the "Lease") providing for the lease of certain Equipment from Assignor subject to the terms and conditions set forth therein Evidence of the Lease has been recorded with the STB pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 30148.

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.

[Signature Page to Follow]

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

ASSIGNOR: The Andersons, Inc.

By: Catherine Shelnick
Catherine Shelnick
Assistant Treasurer, Short-Term Funding

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Catherine Shelnick, Assistant Treasurer, Short-Term Funding, of The Andersons, Inc., an Ohio corporation, who acknowledged that he 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 Maumee, Ohio this 28th day of March, 2012.

Rachell D. Fox
Notary Public



RACHELL D. FOX
Notary Public - State of Ohio
My Commission Expires 02-26-2013

ASSIGNEE: Wells Fargo Equipment Finance, Inc.

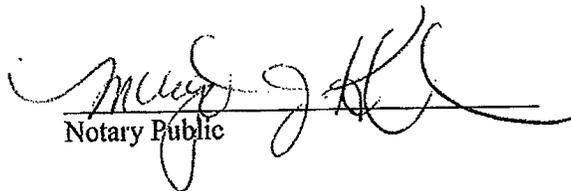
By: 

Title: Peter J. Naas
Sr. Contract Administrator

STATE OF MINNEAPOLIS)
COUNTY OF Hennepin) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Peter J. Naas of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, who acknowledged that he 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 Minneapolis, Minnesota this 30th day of March, 2012.


Notary Public

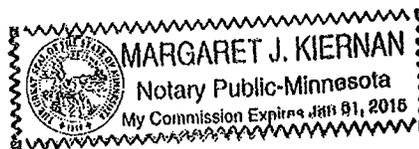


Exhibit A

Equipment

| | |
|----|------------|
| 1 | AEX 008520 |
| 2 | AEX 008527 |
| 3 | AEX 008536 |
| 4 | AEX 008545 |
| 5 | AEX 008584 |
| 6 | AEX 008585 |
| 7 | AEX 008631 |
| 8 | AEX 008655 |
| 9 | AEX 008657 |
| 10 | AEX 008725 |
| 11 | AEX 009046 |
| 12 | AEX 009050 |
| 13 | AEX 009051 |
| 14 | AEX 009054 |
| 15 | AEX 009061 |
| 16 | AEX 009072 |
| 17 | AEX 009074 |
| 18 | AEX 009092 |
| 19 | AEX 009114 |
| 20 | AEX 009142 |
| 21 | AEX 009143 |
| 22 | AEX 009144 |
| 23 | AEX 009146 |
| 24 | AEX 009147 |
| 25 | AEX 009152 |
| 26 | AEX 009155 |
| 27 | AEX 009158 |

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: 3/30/12

Edward M. Luria
Edward M. Luria