

RECORDATION NO 30364-A FILED
September 4, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

September 4, 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 Railcar Lease, dated as of July 26, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease being filed with the Board under Recordation Number 30364.

The names and address of the party to the enclosed document are:

Assignor: The Cit Group/Equipment Financing, Inc.
30 S. Wacker Drive, Suite 2900
Chicago, IL 60606

[Assignee: The Andersons, Inc.
480 West Dussell Drive
Maumee, OH 43537]

Section Chief
September 4, 2012
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A description of the railroad equipment covered by the enclosed document is:

39 covered hopper railcars within the series CEFX 50800 – CEFX 50974 as more particularly set forth in the attachment to the document.

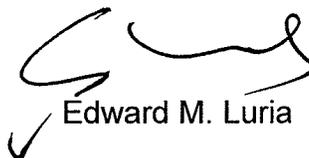
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$42.00 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

[DAK]

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE dated as of this 26th day of July, 2012, is made by **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, a Delaware corporation, with an address at 30 S. Wacker Drive, Chicago, IL 60606 (**"Transferor"**), and **THE ANDERSONS, INC.**, a Delaware corporation, with an address at 480 West Dussell Drive, Maumee, OH 43537 (**"Transferee"** and, together with Transferor, the **"Parties"**).

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase and Sale Agreement (the **"Purchase Agreement"**), dated as of July 26, 2012, relating to the sale by Transferor to Transferee of thirty-nine (39) 5,400 c.f. plastic pellet covered hopper railcars identified on Exhibit A hereto (the **"Equipment"**) and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, [Schedule No. 04 (the **"Schedule"**), made as of March 12, 2007, to the Master Net Railcar Lease, dated as of March 22, 2007 (**"Master Lease"**), which were entered into between Transferor, as lessor, and INEOS USA, LLC, acting through its Olefins and Polymers USA division]. The Schedule, as it adopts the terms and provisions of the Master Lease, is referred to as the **"Lease"** herein.

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, a Memorandum of Railcar Lease with respect to the Master Lease and the Equipment was filed with the Surface Transportation Board on April 11, 2007 at 3:51 PM, with Recordation Number 26918; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of 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 Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Nancy A. Nardella
Name: Nancy A. Nardella
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of 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 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: Vice President, Finance & Treasurer

EXHIBIT A

EQUIPMENT

Description	Reporting Marks
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50800
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50805
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50808
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50814
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50816
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50823
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50828
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50836
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50844
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50849
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50852
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50855
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50857
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50860
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50863
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50865
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50867
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50868
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50873
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50876
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50878
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50879
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50881
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50890
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50897
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50900
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50908
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50921
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50927
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50929
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50930
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50939
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50940
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50944
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50948
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50959
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50961
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50966
1989 - 5400 Cf plastic pellet covered hopper rail car	CEFX50974

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: 9/4/12

Edward M Luria
Edward M. Luria