

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

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

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

OF COUNSEL  
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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 Collateral Assignment Agreement, dated as of August 30, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed with the Board under Recordation Number 30364.

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

Assignee: First Financial Equipment Finance, LLC  
255 East 5<sup>th</sup> Street, Suite 800  
Cincinnati, OH 45202

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

Section Chief  
September 4, 2012  
Page 2

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 Collateral Assignment Agreement.

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

**MEMORANDUM OF  
COLLATERAL ASSIGNMENT AGREEMENT**

This **MEMORANDUM OF COLLATERAL ASSIGNMENT AGREEMENT** ("Assignment") made and entered into as of this 30<sup>th</sup> day of August, 2012, by and between The Andersons, Inc., an Ohio corporation ("Assignor") and First Financial Equipment Finance, LLC, an Ohio limited liability company ("Assignee").

**WITNESSTH**

1. Assignor has agreed to assign to Assignee that certain Equipment Schedule No. 001 dated as of August 30, 2012 to Master Lease Agreement ("Lease") dated as of August 30, 2012 by and between The Andersons, Inc. ("Lessor") and DAK Americas, LLC ("Lessee") for the Thirty-Nine (39) Used Plastic Pellet Covered Cars bearing the railroad reporting markings set forth on Exhibit A attached hereto.
2. This Assignment 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 Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of August 30, 2012.

The Andersons, Inc.

By: Catherine Shelnick  
Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

First Financial Equipment Finance, LLC

By: Michelle Maxwell  
Michelle Maxwell

Title: Vice President

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

Title: 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 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 Maumee, Ohio this 30<sup>th</sup> day of August, 2012.

Richard D. Fox  
Notary Public

ASSIGNEE: First Financial Equipment Finance, LLC

By: Michelle Maxwell  
Michelle Maxwell

Title: Vice President

STATE OF OHIO                    )  
COUNTY OF HAMILTON        )        ss:

Before me, a Notary Public, in and for said county and state, personally appeared Michelle Maxwell, Vice President of First Financial Equipment Finance, LLC, an Ohio limited liability company, who acknowledged that she 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 Cincinnati, Ohio this 31st day of August, 2012.

Beverly A. Callahan  
Notary Public



**BEVERLY A. CALLAHAN**  
Notary Public, State of Ohio  
My Commission Expires  
October 15, 2013  
Recorded in Butler County

**EXHIBIT A**

**EQUIPMENT**

<b>Description</b>	<b>Reporting Marks</b>
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