RECORDATION NO 30541-B
FILED
December 06, 2012 04:00 PM
SURFACE TRANSPORTATION BOARD

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December 6, 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 December 3, 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 30541.

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

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

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

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

199 boxcars within the series BAR 5803 – BAR 5999, MMA 5571 – MMA 5594 and MMA 15200 – MMA 15297 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

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MEMORANDUM OF COLLATERAL ASSIGNMENT AGREEMENT

This **MEMORANDUM OF COLLATERAL ASSIGNMENT AGREEMENT** ("Assignment") made and entered into as of this 3rd day of December, 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 Net Lease Agreement Rider, Deal #C01125 dated May 8, 2007, to Master Lease Agreement ("Lease") dated as of July 28, 2003 by and between NARCAT LLC ("Lessor") and Montreal, Maine & Atlantic Railway, Ltd. ("Lessee") for the One Hundred Ninety-Nine (199) Boxcars 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 December 3, 2012.

The Andersons, Inc.

By: Catherine Shelnick
Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

First Financial Equipment Finance, LLC

By: [signature]

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 3rd day of December, 2012.

Lindsay Fisher
Notary Public

NOTARIAL SEAL
STATE OF OHIO

LINDSAY FISHER
Notary Public, State of Ohio
My Commission Expires 8/31/14

ASSIGNEE: First Financial Equipment Finance, LLC

By: _____

Title: _____

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Steven Licardi of First Financial Equipment Finance, LLC, an Ohio limited liability company, who acknowledged that s/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 Cincinnati, Ohio this 1st day of December , 2012.

Lou De Blasio
Notary Public

NOTARY PUBLIC STATE OF OHIO

LOUIS DEBLASIO
Notary Public, State of Ohio
My Commission Expires
October 13, 2015

EXHIBIT A
EQUIPMENT

1	BAR 005803	51	BAR 005903	101	MMA 005571	151	MMA 015245
2	BAR 005806	52	BAR 005904	102	MMA 005572	152	MMA 015246
3	BAR 005808	53	BAR 005905	103	MMA 005573	153	MMA 015247
4	BAR 005809	54	BAR 005906	104	MMA 005575	154	MMA 015248
5	BAR 005811	55	BAR 005907	105	MMA 005577	155	MMA 015249
6	BAR 005812	56	BAR 005910	106	MMA 005578	156	MMA 015250
7	BAR 005813	57	BAR 005913	107	MMA 005589	157	MMA 015252
8	BAR 005816	58	BAR 005914	108	MMA 005590	158	MMA 015253
9	BAR 005817	59	BAR 005915	109	MMA 005591	159	MMA 015254
10	BAR 005818	60	BAR 005916	110	MMA 005594	160	MMA 015255
11	BAR 005820	61	BAR 005917	111	MMA 015200	161	MMA 015256
12	BAR 005824	62	BAR 005918	112	MMA 015201	162	MMA 015257
13	BAR 005827	63	BAR 005925	113	MMA 015202	163	MMA 015258
14	BAR 005828	64	BAR 005927	114	MMA 015203	164	MMA 015259
15	BAR 005829	65	BAR 005928	115	MMA 015204	165	MMA 015260
16	BAR 005831	66	BAR 005930	116	MMA 015205	166	MMA 015261
17	BAR 005834	67	BAR 005933	117	MMA 015206	167	MMA 015262
18	BAR 005836	68	BAR 005934	118	MMA 015208	168	MMA 015263
19	BAR 005837	69	BAR 005940	119	MMA 015210	169	MMA 015264
20	BAR 005840	70	BAR 005941	120	MMA 015211	170	MMA 015265
21	BAR 005842	71	BAR 005942	121	MMA 015212	171	MMA 015266
22	BAR 005843	72	BAR 005943	122	MMA 015213	172	MMA 015267
23	BAR 005844	73	BAR 005944	123	MMA 015214	173	MMA 015268
24	BAR 005845	74	BAR 005945	124	MMA 015215	174	MMA 015269
25	BAR 005846	75	BAR 005948	125	MMA 015216	175	MMA 015270
26	BAR 005847	76	BAR 005949	126	MMA 015217	176	MMA 015271
27	BAR 005848	77	BAR 005950	127	MMA 015218	177	MMA 015272
28	BAR 005849	78	BAR 005951	128	MMA 015219	178	MMA 015273
29	BAR 005855	79	BAR 005954	129	MMA 015220	179	MMA 015274
30	BAR 005856	80	BAR 005956	130	MMA 015221	180	MMA 015275
31	BAR 005857	81	BAR 005959	131	MMA 015222	181	MMA 015276
32	BAR 005868	82	BAR 005961	132	MMA 015223	182	MMA 015278
33	BAR 005870	83	BAR 005962	133	MMA 015224	183	MMA 015279
34	BAR 005871	84	BAR 005964	134	MMA 015225	184	MMA 015280
35	BAR 005872	85	BAR 005966	135	MMA 015226	185	MMA 015281
36	BAR 005880	86	BAR 005970	136	MMA 015230	186	MMA 015282
37	BAR 005882	87	BAR 005971	137	MMA 015231	187	MMA 015283
38	BAR 005883	88	BAR 005972	138	MMA 015232	188	MMA 015284
39	BAR 005887	89	BAR 005979	139	MMA 015233	189	MMA 015285
40	BAR 005888	90	BAR 005983	140	MMA 015234	190	MMA 015286
41	BAR 005889	91	BAR 005985	141	MMA 015235	191	MMA 015287
42	BAR 005892	92	BAR 005986	142	MMA 015236	192	MMA 015288
43	BAR 005894	93	BAR 005989	143	MMA 015237	193	MMA 015291
44	BAR 005895	94	BAR 005990	144	MMA 015238	194	MMA 015292
45	BAR 005896	95	BAR 005992	145	MMA 015239	195	MMA 015293
46	BAR 005897	96	BAR 005993	146	MMA 015240	196	MMA 015294
47	BAR 005898	97	BAR 005995	147	MMA 015241	197	MMA 015295
48	BAR 005900	98	BAR 005996	148	MMA 015242	198	MMA 015296
49	BAR 005901	99	BAR 005997	149	MMA 015243	199	MMA 015297
50	BAR 005902	100	BAR 005999	150	MMA 015244		

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: 12/6/12

Edward M Luria

Edward M. Luria