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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 6, 2013

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 21, 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 30625.

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

Section Chief
February 6, 2013
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A description of the railroad equipment covered by the enclosed document is:

62 gondola railcars: GNRR 347, GNRR 11111 and within the series GNRR 5014 – GNRR 5247, GNRR 6049 – GNRR 6089 and GNRR 43697 – GNRR 43710 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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

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 21st 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 Rider Deal \$R01774 to Full Service Per Diem Lease Agreement dated July 1, 2011 to Full Service Lease Agreement ("Lease") effective July 1, 2011, both by and between The Andersons, Inc. ("Lessor") and Wheeling & Lake Erie Railway Company ("Lessee") for the Sixty-Two (62) Gondolas 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 21, 2012.

The Andersons, Inc.

By: Catherine Shelnick
Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

First Financial Equipment Finance, LLC

By: [Signature]

Title: VP

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 20th day of December 2012.

Rachell D. Fox
Notary Public



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

ASSIGNEE: First Financial Equipment Finance, LLC

By: *Steven Licardi*

Title: VP

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 20th day of December, 2012.

Louis DeBlasio
Notary Public



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

EXHIBIT A

EQUIPMENT

1	GNRR000347	32	GNRR006059
2	GNRR005014	33	GNRR006064
3	GNRR005015	34	GNRR006065
4	GNRR005031	35	GNRR006066
5	GNRR005054	36	GNRR006067
6	GNRR005067	37	GNRR006068
7	GNRR005068	38	GNRR006071
8	GNRR005086	39	GNRR006072
9	GNRR005088	40	GNRR006073
10	GNRR005089	41	GNRR006076
11	GNRR005094	42	GNRR006077
12	GNRR005095	43	GNRR006081
13	GNRR005097	44	GNRR006082
14	GNRR005102	45	GNRR006083
15	GNRR005108	46	GNRR006087
16	GNRR005122	47	GNRR006089
17	GNRR005124	48	GNRR011111
18	GNRR005152	49	GNRR043697
19	GNRR005155	50	GNRR043698
20	GNRR005159	51	GNRR043699
21	GNRR005164	52	GNRR043700
22	GNRR005165	53	GNRR043701
23	GNRR005166	54	GNRR043702
24	GNRR005191	55	GNRR043703
25	GNRR005193	56	GNRR043704
26	GNRR005208	57	GNRR043705
27	GNRR005247	58	GNRR043706
28	GNRR006049	59	GNRR043707
29	GNRR006051	60	GNRR043708
30	GNRR006053	61	GNRR043709
31	GNRR006055	62	GNRR043710

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: 2/6/13

Edward M Luria
Edward M. Luria