

RECORDATION NO 30854-B FILED
July 23, 2013 11:15 AM
SURFACE TRANSPORTATION BOARD

July 23, 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 July 12, 2013, 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 30854.

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

67 covered hopper railcars: AEX 013180 – AEX 013246, inclusive.

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 that reads "Clair Murphy". The signature is written in a cursive style with a large, looped "M".

for

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 12th day of July, 2013, 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 #R01301 to Full Service Lease Agreement dated March 10, 2009, and commenced May 11, 2011 to Full Service Lease Agreement ("Lease") effective February 5, 2004, both by and between The Andersons, Inc. ("Lessor") and Chemical Lime Company, now known as Lhoist North America, Inc. ("Lessee") for the Sixty-Seven (67) Covered Hoppers 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 July 12, 2013.

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 12th day of July 2013.

Rachell D. Fox
Notary Public



RACHELL D. FOX
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 02-26-2018

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 12th day of July 2013.

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

1	AEX 013180	35	AEX 013214
2	AEX 013181	36	AEX 013215
3	AEX 013182	37	AEX 013216
4	AEX 013183	38	AEX 013217
5	AEX 013184	39	AEX 013218
6	AEX 013185	40	AEX 013219
7	AEX 013186	41	AEX 013220
8	AEX 013187	42	AEX 013221
9	AEX 013188	43	AEX 013222
10	AEX 013189	44	AEX 013223
11	AEX 013190	45	AEX 013224
12	AEX 013191	46	AEX 013225
13	AEX 013192	47	AEX 013226
14	AEX 013193	48	AEX 013227
15	AEX 013194	49	AEX 013228
16	AEX 013195	50	AEX 013229
17	AEX 013196	51	AEX 013230
18	AEX 013197	52	AEX 013231
19	AEX 013198	53	AEX 013232
20	AEX 013199	54	AEX 013233
21	AEX 013200	55	AEX 013234
22	AEX 013201	56	AEX 013235
23	AEX 013202	57	AEX 013236
24	AEX 013203	58	AEX 013237
25	AEX 013204	59	AEX 013238
26	AEX 013205	60	AEX 013239
27	AEX 013206	61	AEX 013240
28	AEX 013207	62	AEX 013241
29	AEX 013208	63	AEX 013242
30	AEX 013209	64	AEX 013243
31	AEX 013210	65	AEX 013244
32	AEX 013211	66	AEX 013245
33	AEX 013212	67	AEX 013246
34	AEX 013213		

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: 7/23/2013

Edward M Luria
Edward M. Luria