

RECORDATION NO. 29578 ^B FILED

DEC 17 '10 -10 05 AM

SURFACE TRANSPORTATION BOARD

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

December 17, 2010

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 Lease Agreement, dated as of December 16, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 29578.

The names and addresses of the parties to the enclosed document are:

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

Assignee: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, MD 21204

Chief
Section of Administration
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A description of the railroad equipment covered by the enclosed document is.

94 gondola railcars within the series CHTT 386314 - CHTT 386417 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 Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of December 16, 2010, by and between The Andersons, Inc. ("Assignor") and BB&T Equipment Finance Corporation ("Assignee").

WHEREAS, Railcar, Ltd., as lessor, and Union Pacific Railroad Company ("Lessee") entered into a certain Master Lease Agreement dated as of July 22, 2002 (the "Master Lease"); and

WHEREAS, Railcar, Ltd, assigned the Master Lease to Cap Acquire, LLC on or about February 12, 2004, evidence of which is recorded with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. §11301, at recordation number 24816-A, which was subsequently assigned to NARCAT LLC on or about February 12, 2004, evidence of which is recorded with the STB pursuant to 49 U.S.C. §11301 at recordation number 24816-F; and

WHEREAS, NARCAT LLC and Lessee entered into Schedule No. 3, Deal #C01613, effective as of September 1, 2010 (collectively with the Master Lease, the "Lease") for those units of equipment described on the attached Exhibit A (the "Equipment") providing for the lease of the Equipment subject to the terms and conditions set forth therein. Evidence of the Lease is recorded with the STB pursuant to 49 U.S.C. §11301, at recordation number 29578 ; and

WHEREAS, NARCAT LLC assigned the Lease to The Andersons, Inc. on or about October 29, 2010, evidence of which is recorded with the STB pursuant to 49 U.S.C. §11301, at recordation number 29578-A.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Page to Follow]

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: Nicholas C. Conrad
Nicholas C. Conrad
Title: Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Vice President, Finance and Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that 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 Maumee, Ohio this 16th day of December, 2010.



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

ASSIGNEE: BB&T EQUIPMENT FINANCE CORPORATION

By: Stephen Gray
Stephen Gray
Title: Senior Vice President

STATE OF MARYLAND)
COUNTY OF BALTIMORE) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Stephen Gray, a Senior Vice President of BB&T Equipment Finance Corporation, an North Carolina corporation, who acknowledged that 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 TOWSON, MD this 15th day of December, 2010.

Patricia J. Gillis
Notary Public



**Exhibit A
Equipment**

1	CHTT386314	25	CHTT386341	49	CHTT386370	73	CHTT386394
2	CHTT386316	26	CHTT386342	50	CHTT386371	74	CHTT386395
3	CHTT386317	27	CHTT386343	51	CHTT386372	75	CHTT386396
4	CHTT386318	28	CHTT386344	52	CHTT386373	76	CHTT386397
5	CHTT386319	29	CHTT386345	53	CHTT386374	77	CHTT386398
6	CHTT386320	30	CHTT386346	54	CHTT386375	78	CHTT386399
7	CHTT386321	31	CHTT386347	55	CHTT386376	79	CHTT386400
8	CHTT386322	32	CHTT386348	56	CHTT386377	80	CHTT386401
9	CHTT386323	33	CHTT386350	57	CHTT386378	81	CHTT386402
10	CHTT386324	34	CHTT386351	58	CHTT386379	82	CHTT386403
11	CHTT386325	35	CHTT386352	59	CHTT386380	83	CHTT386404
12	CHTT386326	36	CHTT386353	60	CHTT386381	84	CHTT386405
13	CHTT386327	37	CHTT386354	61	CHTT386382	85	CHTT386406
14	CHTT386328	38	CHTT386355	62	CHTT386383	86	CHTT386409
15	CHTT386329	39	CHTT386356	63	CHTT386384	87	CHTT386410
16	CHTT386330	40	CHTT386358	64	CHTT386385	88	CHTT386411
17	CHTT386331	41	CHTT386359	65	CHTT386386	89	CHTT386412
18	CHTT386333	42	CHTT386361	66	CHTT386387	90	CHTT386413
19	CHTT386334	43	CHTT386363	67	CHTT386388	91	CHTT386414
20	CHTT386335	44	CHTT386364	68	CHTT386389	92	CHTT386415
21	CHTT386336	45	CHTT386365	69	CHTT386390	93	CHTT386416
22	CHTT386338	46	CHTT386366	70	CHTT386391	94	CHTT386417
23	CHTT386339	47	CHTT386367	71	CHTT386392		
24	CHTT386340	48	CHTT386368	72	CHTT386393		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

12/17/10



Robert W. Alvord