

RECORDATION NO. 27445-D  
FILED

JUN 29 '11 -4 45 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

June 29, 2011

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 June 29, 2011, 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 Numbers 27444-C and 27445-C.

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

Assignor	The Andersons, Inc. 480 W. Dussel Drive Maumee, OH 43537
Assignee.	Siemens Financial Services, Inc. 1700 Wood Avenue South Iselin, NJ 08830

Chief  
Section of Administration  
June 29, 2011  
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A description of the railroad equipment covered by the enclosed document is:

196 covered hopper railcars within the series UCFX 57101 - UCFX 57303 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

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**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** ("Assignment") is made entered into as of June 29, 2011 by and between The Andersons, Inc. ("Assignor") and Siemens Financial Services, Inc. ("Assignee").

**WHEREAS**, The Connecticut Bank and Trust Company, not individually, but solely as Trustee under U.C. Trust No. 18, as Lessor, and Union Carbide Company ("Lessee") entered into a certain Lease dated as of April 1, 1979 (the "Master Lease");

**WHEREAS**, Citicorp Railmark, Inc., successor lessor to the beneficial interest in the trust estate and by assignment from successor trustee U.S. Bank National Association, assigned the Master Lease to The Andersons, Inc., on or about June 27, 2007, evidence of which is recorded with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. §11301, at recordation number 10422-D;

**WHEREAS**, an Authorization and Direction to Trustee Termination of Trust letter was sent to U.S. Bank National Association dated October 22, 2007, evidence of which is recorded with the STB pursuant to 49 U.S.C. § 11301, at recordation number 10423-C; and

**WHEREAS**, Assignor and Lessee entered into Fourth Lease Extension Agreement and Amendment to Third Lease Extension Agreements (Lease Supplement No. 1,2 and 3), Deal R01690 dated effective as of February 1, 2011 for those units of equipment described on the attached Exhibit A, (collectively with Master Lease, the "Lease") providing for the lease of certain Equipment from Assignor subject to the terms and conditions set forth therein Evidence of the Lease has been recorded with the STB pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation numbers 27444-C and 27445-D.

**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, 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 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.

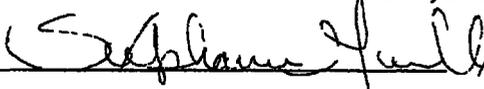
In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 29<sup>th</sup> day of June, 2011.

*Wendy Pohlman*  
Notary Public



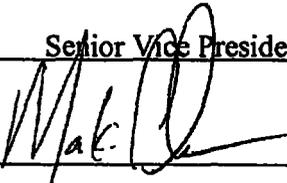
WENDY POHLMAN  
Notary Public, State of Ohio  
My Commission Expires 8/15/2015

**ASSIGNEE: Siemens Financial Services, Inc.**

By: 

Name: Stephanie Marinello

Title: Senior Vice President

By: 

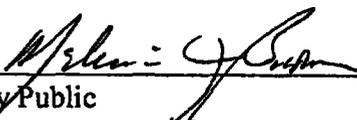
Name: Mark Clemm

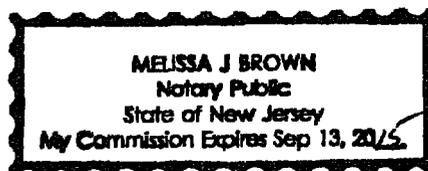
Title: Vice President

STATE OF NEW JERSEY )  
COUNTY OF MIDDLESEX ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Stephanie Marinello, Senior Vice President, and Mark Clemm, Vice President, both of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that she/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 Iselin, New Jersey this 24 day of June, 2011.

  
Notary Public



**Exhibit A**

**Equipment**

1	UCFX057101	41	UCFX057143	81	UCFX057185	121	UCFX057225	161	UCFX057268
2	UCFX057102	42	UCFX057144	82	UCFX057186	122	UCFX057226	162	UCFX057269
3	UCFX057104	43	UCFX057145	83	UCFX057187	123	UCFX057227	163	UCFX057270
4	UCFX057105	44	UCFX057146	84	UCFX057188	124	UCFX057228	164	UCFX057271
5	UCFX057106	45	UCFX057147	85	UCFX057189	125	UCFX057229	165	UCFX057272
6	UCFX057107	46	UCFX057148	86	UCFX057190	126	UCFX057230	166	UCFX057273
7	UCFX057108	47	UCFX057149	87	UCFX057191	127	UCFX057231	167	UCFX057274
8	UCFX057109	48	UCFX057150	88	UCFX057192	128	UCFX057232	168	UCFX057275
9	UCFX057110	49	UCFX057151	89	UCFX057193	129	UCFX057234	169	UCFX057276
10	UCFX057111	50	UCFX057152	90	UCFX057194	130	UCFX057235	170	UCFX057277
11	UCFX057112	51	UCFX057153	91	UCFX057195	131	UCFX057236	171	UCFX057278
12	UCFX057113	52	UCFX057154	92	UCFX057196	132	UCFX057237	172	UCFX057279
13	UCFX057114	53	UCFX057155	93	UCFX057197	133	UCFX057238	173	UCFX057280
14	UCFX057115	54	UCFX057156	94	UCFX057198	134	UCFX057240	174	UCFX057281
15	UCFX057116	55	UCFX057158	95	UCFX057199	135	UCFX057241	175	UCFX057282
16	UCFX057117	56	UCFX057159	96	UCFX057200	136	UCFX057242	176	UCFX057283
17	UCFX057118	57	UCFX057160	97	UCFX057201	137	UCFX057243	177	UCFX057284
18	UCFX057119	58	UCFX057161	98	UCFX057202	138	UCFX057244	178	UCFX057285
19	UCFX057120	59	UCFX057162	99	UCFX057203	139	UCFX057245	179	UCFX057286
20	UCFX057121	60	UCFX057163	100	UCFX057204	140	UCFX057246	180	UCFX057287
21	UCFX057122	61	UCFX057164	101	UCFX057205	141	UCFX057247	181	UCFX057288
22	UCFX057123	62	UCFX057165	102	UCFX057206	142	UCFX057248	182	UCFX057289
23	UCFX057124	63	UCFX057166	103	UCFX057207	143	UCFX057249	183	UCFX057290
24	UCFX057125	64	UCFX057167	104	UCFX057208	144	UCFX057251	184	UCFX057291
25	UCFX057126	65	UCFX057168	105	UCFX057209	145	UCFX057252	185	UCFX057292
26	UCFX057127	66	UCFX057169	106	UCFX057210	146	UCFX057253	186	UCFX057293
27	UCFX057128	67	UCFX057170	107	UCFX057211	147	UCFX057254	187	UCFX057294
28	UCFX057129	68	UCFX057171	108	UCFX057212	148	UCFX057255	188	UCFX057295
29	UCFX057130	69	UCFX057172	109	UCFX057213	149	UCFX057256	189	UCFX057296
30	UCFX057131	70	UCFX057173	110	UCFX057214	150	UCFX057257	190	UCFX057297
31	UCFX057132	71	UCFX057174	111	UCFX057215	151	UCFX057258	191	UCFX057298
32	UCFX057133	72	UCFX057175	112	UCFX057216	152	UCFX057259	192	UCFX057299
33	UCFX057134	73	UCFX057176	113	UCFX057217	153	UCFX057260	193	UCFX057300
34	UCFX057135	74	UCFX057177	114	UCFX057218	154	UCFX057261	194	UCFX057301
35	UCFX057136	75	UCFX057178	115	UCFX057219	155	UCFX057262	195	UCFX057302
36	UCFX057137	76	UCFX057179	116	UCFX057220	156	UCFX057263	196	UCFX057303
37	UCFX057138	77	UCFX057180	117	UCFX057221	157	UCFX057264		
38	UCFX057139	78	UCFX057181	118	UCFX057222	158	UCFX057265		
39	UCFX057141	79	UCFX057182	119	UCFX057223	159	UCFX057266		
40	UCFX057142	80	UCFX057183	120	UCFX057224	160	UCFX057267		

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: \_\_\_\_\_

6/29/11



\_\_\_\_\_  
Robert W. Alvord