

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

April 17, 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 an Amendment to Lease Assignment, Management and Escrow Agreement, dated as of May 6, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement previously filed with the Board under Recordation Number 24620-A.

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

Assignee: Wells Fargo Equipment Finance, Inc.
Suite 700 – Investors Building
733 Marquette Avenue
Minneapolis, MN 55479-2048

[Assignor: The Andersons Inc.
480 West Dussel Drive
Maumee, Ohio 43537]

Section Chief
April 17, 2012
Page two

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

3 railcars RELEASED: AEX 7226, AEX 7302 and AEX 7373; and 3 railcars ADDED: AEX 7013, AEX 7047 and AEX 7427.

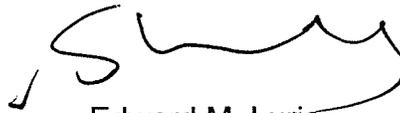
A short summary of the document to appear in the index is:

Amendment to Lease Assignment, Management and Escrow 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,

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

AMENDMENT TO
LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT

This Amendment ("Amendment") between **The Andersons, Inc.** ("Assignor") and **Wells Fargo Equipment Finance, Inc.** ("Assignee") is dated effective as of May 6, 2011.

WHEREAS, Assignor and Assignee entered into that certain Lease Assignment, Management and Escrow Agreement dated September 26, 2003 ("Agreement"); and

WHEREAS, Assignor and Assignee have agreed to remove Equipment AEX 007226, AEX 007302 and AEX 007373 from the Agreement and Assignee hereby releases all of its right, title and interest in and to such Equipment; and

WHEREAS, Assignor and Assignee have agreed to add Equipment AEX 007013, AEX 007047 and AEX 007427 to the Agreement and Assignee hereby accepts as substitute Cars with all right, title and interest in and to such Equipment; and

WHEREAS, the primary document(s) to which this Amendment relates were recorded with the Surface Transportation Board, under Recordation Number 24620-A, dated October 10, 2003.

NOW, THEREFORE, the parties agree as follows:

1. Equipment AEX 007226, AEX 007302 and AEX 007373 are released from the Agreement.
2. Equipment AEX 007013, AEX 007047 and AEX 007427 are now subject to the Agreement.
3. Except as expressly set forth in this Amendment all terms and provisions of the Agreement shall continue in full force and effect.
4. This Amendment may be executed in as many counterparts as shall be determined by the parties, but all such counterparts shall constitute one document.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have caused this instrument to be executed and delivered the day and year first above written.

ASSIGNEE:

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Matt Bakus

STATE OF MN
COUNTY OF Dakota ss



On this 17th day of April, 2012 personally appeared MATT BAKUS, to me personally known, who, being duly sworn, did say that he/she is the PDS of Wells Fargo Equipment Finance, Inc., and that said instrument was signed by authority of its board of directors, and he/she acknowledged said instrument to be the free act and deed of said corporation.

BEFORE ME: Mary Broders
Notary Public
My Commission Expires: 1/31/2013

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: 4/17/12

Edward M Luria
Edward M. Luria