

RECORDATION NO 30390-B

FILED

September 20, 2012 04:30 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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September 20, 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 a Memorandum of Collateral Assignment Agreement, dated as of September 19, 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 30390.

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
September 20, 2012
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A description of the railroad equipment covered by the enclosed document is:

10 covered hopper railcars within the series AEX 6050 – AEX 6071 as more particularly set forth in the attachment to the document.

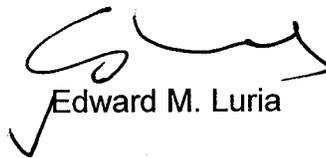
A short summary of the document to appear in the index is:

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,



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 19 day of September, 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 Full Service Lease Agreement Rider, Deal #R00896 effective as of January 1, 2006 to Full Service Lease Agreement Number #199501-KNA ("Lease") dated as of January 2, 1996 by and between The Andersons, Inc. ("Lessor") and Knappen Milling Company ("Lessee") for the Ten (10) 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 SEPTEMBER 19, 2012.

The Andersons, Inc.

By: Catherine Shelnick
Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

First Financial Equipment Finance, LLC

By: Steven Licardi
Steven Licardi

Title: Vice President, Sales

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 18th day of September, 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*
Steven Licardi

Title: Vice President, Sales

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Steven Licardi, Vice President, Sales of First Financial Equipment Finance, LLC, an Ohio limited liability company, 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 Cincinnati, Ohio this 19th day of September, 2012.



Jeri Southerland
Notary Public

JERRI SOUTHERLAND
Notary Public, State of Ohio
My Commission Expires Oct. 28, 2016

EXHIBIT A

**Car List
Ten (10) Covered Hopper Cars**

AEX 006050

AEX 006051

AEX 006057

AEX 006058

AEX 006062

AEX 006066

AEX 006067

AEX 006068

AEX 006069

AEX 006071

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: 9/20/12

Edward M Luria
Edward M. Luria