

RECORDATION NO 30375-A
FILED

September 10, 2012 12:25 PM

ALVORD AND ALVORD
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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September 10, 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 Assignment of Lease Agreement, dated as of September 7, 2012, 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 30375.

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

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

Assignee: Fifth Third Equipment Finance Company
38 Fountain Square Plaza
Cincinnati, OH 45263

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

244 covered hopper railcars within the series AEX 7795 – AEX 8185 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 \$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

September 10, 2012 12:25 PM

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** ("Assignment") is made entered into as of September 7, 2012 by and between The Andersons, Inc. ("Assignor") and Fifth Third Equipment Finance Company ("Assignee").

WHEREAS, Assignor as Lessor, and Archer-Daniels-Midlan Company ("Lessee"), entered into a certain Full Service Lease Agreement, Lease Number #199901-ADM effective June 15, 1999 (the "Master Lease"), and a Full Service Lease Agreement Rider, Deal #R01961 dated May 11, 2012 collectively with Master Lease, the "Lease", evidence of which is recorded with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. §11301, at recordation number _____;

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: 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 6th day of September, 2012.

Rachell D. Fox
Notary Public



RACHELL D. FOX
Notary Public - State of Ohio
My Commission Expires 02-28-2013

ASSIGNEE: Fifth Third Equipment Finance Company

By:

Title:

SCOTT B. HELEY
Vice President

STATE OF OHIO)
COUNTY OF WILLIAMS)

ss:

Before me, a Notary Public, in and for said county and state, personally appeared Scott K. Key of the Fifth Third Equipment Finance Company, an Ohio corporation, who acknowledged that he/she 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 7 day of September, 2012.

Notary Public

THOMAS J. MERKLE

Notary Public, State of Ohio

My Commission Expires Dec. 16, 2016