

RECORDATION NO 30326-A FILED
August 09, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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

August 9, 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 August 2, 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 30326.

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

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

Assignee: First Financial Equipment Finance, LLC
255 East 5th Street, 8th Floor
Cincinnati, OH 45202

Chief
Section of Administration
August 9, 2012
Page 2

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

25 covered hopper railcars within the series AEX 012985 – AEX 013026 and AEX 017374 – AEX 017480 as more particularly set forth in the attachment to the Memorandum of Lease filed under Rec. No. 30326.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (“Assignment”) is made entered into as of August 2, 2012 by and between The Andersons, Inc. (“Assignor”) and First Financial Equipment Finance, LLC (“Assignee”).

WHEREAS, Assignor as Lessor, and General Mills Operations, LLC (formerly known as General Mills Operations Inc.) (“Lessee”), entered into a certain Full Service Lease Agreement, Lease Number 199602-GEN effective August 1, 1996 (the “Master Lease”), and a Full Service Lease Agreement Rider, Deal #R01999 effective July 1, 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 30326;

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.

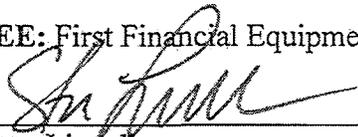
In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 31 day of July, 2012.

Lindsay Fisher
Notary Public



LINDSAY FISHER
Notary Public, State of Ohio
My Commission Expires 8/31/14

ASSIGNEE: First Financial Equipment Finance, LLC

By: 
Steven Licardi

Title: Vice President, Sales

STATE OF OHIO)
COUNTY OF LUCAS) ss:
 HAMILTON

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 15th day of October, 2012.


Notary Public



LOUIS DEBLASIO
Notary Public, State of Ohio
My Commission Expires
October 13, 2015

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: 8/9/12

Edward M. Luria
Edward M. Luria