

RECORDATION NO 30438-A

FILED

October 16, 2012 02:40 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

October 16, 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 October 16, 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 30438.

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
October 16, 2012
Page 2

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

105 covered hopper railcars within the series AEX 11480 – AEX 19887 as more particularly set forth in the attachment to the document.

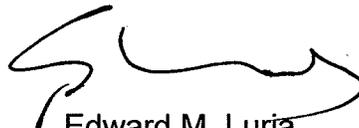
A short summary of the document to appear in the index is:

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

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** (“Assignment”) is made entered into as of October 16, 2012 by and between The Andersons, Inc. (“Assignor”) and First Financial Equipment Finance, LLC (“Assignee”).

WHEREAS, The Andersons, Inc. (“Lessor”), and Cargill, Inc. (“Lessee”), entered into a certain Full Service Lease Agreement Lease Number 199503-CAR dated June 19, 1995 (the “Master Lease”), and Assignor and Lessee entered in to a Full Service Lease Agreement Rider, Deal #R01971 effective August 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 30438;

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.

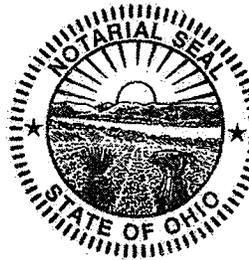
By: Catherine Shelnick
Catherine Shelnick
Title: Assistant Treasurer, Short-Term Funding

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 15 day of October, 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*

Name: Steven Licardi

Title: VP

STATE OF OHIO)
COUNTY OF HAMILTON) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Steven Licardi, of First Financial Equipment Finance, LLC, an Ohio limited liability company, who acknowledged that s/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.

Louis DeBlasio
Notary Public



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

Exhibit A

Equipment

1	AEX 011480	36	AEX 015225	71	AEX 015268
2	AEX 011484	37	AEX 015226	72	AEX 015271
3	AEX 011486	38	AEX 015227	73	AEX 015273
4	AEX 011487	39	AEX 015229	74	AEX 015274
5	AEX 011489	40	AEX 015230	75	AEX 015275
6	AEX 011497	41	AEX 015231	76	AEX 015276
7	AEX 011503	42	AEX 015232	77	AEX 015280
8	AEX 011507	43	AEX 015233	78	AEX 015282
9	AEX 011511	44	AEX 015234	79	AEX 015283
10	AEX 011531	45	AEX 015237	80	AEX 015284
11	AEX 011534	46	AEX 015238	81	AEX 015285
12	AEX 011542	47	AEX 015239	82	AEX 015288
13	AEX 011547	48	AEX 015240	83	AEX 015289
14	AEX 011614	49	AEX 015241	84	AEX 015290
15	AEX 011626	50	AEX 015242	85	AEX 015291
16	AEX 011763	51	AEX 015243	86	AEX 015293
17	AEX 011766	52	AEX 015245	87	AEX 015294
18	AEX 011858	53	AEX 015246	88	AEX 015295
19	AEX 011861	54	AEX 015247	89	AEX 015297
20	AEX 011869	55	AEX 015249	90	AEX 015298
21	AEX 011873	56	AEX 015250	91	AEX 015299
22	AEX 011881	57	AEX 015251	92	AEX 015301
23	AEX 011883	58	AEX 015252	93	AEX 015358
24	AEX 011890	59	AEX 015253	94	AEX 016245
25	AEX 012553	60	AEX 015254	95	AEX 017650
26	AEX 014818	61	AEX 015256	96	AEX 019877
27	AEX 014967	62	AEX 015257	97	AEX 019878
28	AEX 015214	63	AEX 015258	98	AEX 019879
29	AEX 015215	64	AEX 015259	99	AEX 019880
30	AEX 015217	65	AEX 015260	100	AEX 019882
31	AEX 015218	66	AEX 015261	101	AEX 019883
32	AEX 015219	67	AEX 015264	102	AEX 019884
33	AEX 015220	68	AEX 015265	103	AEX 019885
34	AEX 015223	69	AEX 015266	104	AEX 019886
35	AEX 015224	70	AEX 015267	105	AEX 019887

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: 10/16/12

Edward M Luria
Edward M. Luria