

RECORDATION NO 30598-B

FILED

December 31, 2012 01:30 AM

ALVORD AND PAVONE SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 31, 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 Collateral Assignment of Car Leasing Agreement, dated as of December 31, 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 Agreement being filed with the Board under Recordation Number 30598.

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

Assignee: Suntrust Equipment Finance & Leasing Corp.  
300 East Joppa Road  
Hamilton Plaza, Suite 700  
Towson, MD 21286

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

Chief  
Section of Administration  
December 31, 2012  
Page 2

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

32 tank cars: NATX 45058 – NATX 45089 (to be remarked and renumbered TAEX 1860 – TAEX 1891).

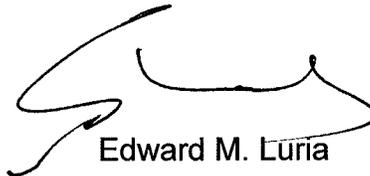
A short summary of the document to appear in the index is:

Collateral Assignment of Car Leasing 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

Closing Document No. 23D

COLLATERAL ASSIGNMENT OF  
CAR LEASING AGREEMENT

This Collateral Assignment of Car Leasing Agreement is made as of December 31, 2012.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, THE ANDERSONS, INC., an Ohio corporation (together with its successors and permitted assigns, "Assignor"), hereby assigns to SUNTRUST EQUIPMENT FINANCE & LEASING CORP., a Virginia corporation (together with its successors and permitted assigns, "Assignee"), as security for certain obligations of Assignor to Assignee in connection with the financing of Assignor's purchase of certain railcars, all of its right, title, and interest in and to, but not its obligations under, the following described Car Leasing Agreement:

Car Leasing Agreement 5942-97 dated as of September 15, 2008, and Rider No. 10-B thereto (collectively, the "Lease"), each by and between Assignor, as successor by assignment to General Electric Railcar Services Corporation and Centennial Energy LLC, such Lease covering the railcars bearing the railroad reporting marks and road numbers set forth on Schedule A attached hereto.

For avoidance of doubt, Assignor acknowledges and agrees that Assignee has not assumed any of Assignor's obligations under the Lease.

(The remainder of this page is intentionally blank. Signature page follows.)

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective duly authorized officers as of the 31 day of December, 2012.

Assignor:

THE ANDERSONS, INC.

By:   
Name: Nicholas C. Conrad  
Title: V.P., Finance and Treasurer

Assignee:

SUNTRUST EQUIPMENT FINANCE &  
LEASING CORP.

By: \_\_\_\_\_  
Name:  
Title:

STATE OF OHION )  
 ) SS.:  
COUNTY OF Lucas )

On the 21<sup>st</sup> day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



**RACHELL D. FOX**  
Notary Public - State of Ohio  
My Commission Expires 02-26-2013

Rachell D. Fox  
Notary Public

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_\_ day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective duly authorized officers as of the \_\_\_\_ day of December, 2012.

Assignor:

THE ANDERSONS, INC.

By: \_\_\_\_\_  
Name: Nicholas C. Conrad  
Title: V.P., Finance and Treasurer

Assignee:

SUNTRUST EQUIPMENT FINANCE &  
LEASING CORP.

By:   
Name: **John J. Amato**  
Title: **Senior Vice President**

STATE OF OHION )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_\_ day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared Nicholas C. Conrad, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
Notary Public

STATE OF MARYLAND )  
 ) SS.:  
COUNTY OF HARFORD )

On the 27<sup>th</sup> day of December, in the year 2012, before me, the undersigned, a notary public in and for said state; personally appeared JOHN J. SMATO, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Alynn H. Kenner  
Notary Public

My Commission Expires  
9/16/13

Schedule A to Collateral Assignment of CAR LEASING AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

DESCRIPTION	CURRENT CAR MARK AND CAR NOS.	NEW CAR MARK AND CAR NOS.
thirty-two (32) used 1999 T108 tank cars constructed by Union Tank Car	NATX 45058-45089	TAEX 001860-001891

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: 12/31/12

Edward M Luria  
Edward M. Luria