

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

February 6, 2013

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 December 21, 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 30626.

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
February 6, 2013
Page 2

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

60 gondola railcars: AEX 19756 – AEX 19815.

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 21st day of December, 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 #R01846, dated September 7, 2011 to Full Service Lease Agreement ("Lease") effective January 1, 2003 both by and between The Andersons, Inc. ("Lessor") and Lansing Grain Company, LLC ("Lessee") for the Sixty (60) Gondolas 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 December 21, 2012.

The Andersons, Inc.

By: Catherine Shelnick
Catherine Shelnick

Title: Assistant Treasurer, Short-Term Funding

First Financial Equipment Finance, LLC

By: [Signature]

Title: VP

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 20th day of December 2012.

Rachell D. Fox
Notary Public



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

ASSIGNEE: First Financial Equipment Finance, LLC

By: *[Signature]*

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 20th day of December, 2012.

Louis DeBlasio
Notary Public



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

EXHIBIT A

EQUIPMENT

1	AEX 019756	31	AEX 019786
2	AEX 019757	32	AEX 019787
3	AEX 019758	33	AEX 019788
4	AEX 019759	34	AEX 019789
5	AEX 019760	35	AEX 019790
6	AEX 019761	36	AEX 019791
7	AEX 019762	37	AEX 019792
8	AEX 019763	38	AEX 019793
9	AEX 019764	39	AEX 019794
10	AEX 019765	40	AEX 019795
11	AEX 019766	41	AEX 019796
12	AEX 019767	42	AEX 019797
13	AEX 019768	43	AEX 019798
14	AEX 019769	44	AEX 019799
15	AEX 019770	45	AEX 019800
16	AEX 019771	46	AEX 019801
17	AEX 019772	47	AEX 019802
18	AEX 019773	48	AEX 019803
19	AEX 019774	49	AEX 019804
20	AEX 019775	50	AEX 019805
21	AEX 019776	51	AEX 019806
22	AEX 019777	52	AEX 019807
23	AEX 019778	53	AEX 019808
24	AEX 019779	54	AEX 019809
25	AEX 019780	55	AEX 019810
26	AEX 019781	56	AEX 019811
27	AEX 019782	57	AEX 019812
28	AEX 019783	58	AEX 019813
29	AEX 019784	59	AEX 019814
30	AEX 019785	60	AEX 019815

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: 2/6/13

Edward M Luria
Edward M. Luria