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RECORDATION NO. 20796-H FILED
December 1, 2016 08:00 AM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 1, 2016

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, dated as of November 30, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20796.

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

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200 Lake
Oswego, OR 97035

Assignee: The Andersons, Inc.
1947 Briarfield Boulevard
P.O. Box 119
Maumee, OH 45537

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

141 gondola railcars: WEPX 2875 through 3024, inclusive, except for WEPX 2902, 2930, 2941, 2978, 2991, 2996, 3000, 3008 and 3023

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

Memorandum of Assignment

Section Chief
December 1, 2016
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Also enclosed is a check in the amount of \$45.00 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

THIS MEMORANDUM OF ASSIGNMENT (the "Memorandum"), dated as of November 30, 2016, is by and between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Greenbrier"), and THE ANDERSONS, INC. ("The Andersons").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Greenbrier, as lessor, has leased one hundred forty-one (141) Max Gon Rotary Dump Aluminum Gondola Railcars marked and numbered WEPX 2875 through 3024, inclusive except for WEPX 2902, 2930, 2941, 2978, 2991, 2996, 3000, 3008 and 3023 (the "Cars") pursuant to that certain that certain Master Net Railcar Lease made as of July 24, 1997 (the "Master"), and Schedule No. 1 thereto dated as of June 24, 1997 (as amended by that certain Extension to Lease Schedule No. 1 entered into as of September 15, 2003, that certain Lease Extension Agreement No. 01 entered into as of June 13, 2006, and that certain Amendment No. 3 to Lease Schedule effective as of August 31, 2016, "Schedule No. 1" and Schedule No. 1 and the Master as it pertains to Schedule No. 1, collectively, the "Lease") by and between Greenbrier (as ultimate successor to The CIT Group/Cars Financing, Inc.) and Wisconsin Electric Power Company, a Wisconsin corporation (the "Lessee").

B. A Memorandum of Lease was filed with respect to Schedule No. 1 with the U.S. Surface Transportation Board on July 31, 1997, under STB Recordation No. 20796, and five (6) subsequent Memoranda of Assignment of Lease were filed with respect to Schedule No. 1 under STB Recordation Nos. 20796-A, 20796-B, 20796-C, 20796-D, 20796-E and 20796-F.

C. Greenbrier and The Andersons are parties to that certain Assignment Agreement dated as of November 30, 2016, pursuant to which Greenbrier has assigned all of its right, title and interest under the Lease, as it pertains to periods on and after November 30, 2016, and the Cars, to The Andersons.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of The Andersons by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of The Andersons. I further declare under penalty of perjury that the foregoing is true and correct.

THE ANDERSONS, INC.

By: 

Name: Rasesh H. Shah

Title: President, Rail Group

I certify that I hold the title set forth below, that this instrument was signed on behalf of Greenbrier by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Greenbrier. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of The Andersons by authority of its Officer and that I acknowledge that the execution of the foregoing instrument was the free act and deed of The Andersons. I further declare under penalty of perjury that the foregoing is true and correct.

THE ANDERSONS, INC.

By: _____

Name: _____

Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of Greenbrier by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Greenbrier. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

By:  _____

Name: Larry D. Stanley

Title: Sr. Vice President

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: December 1, 2016

Edward M Luria

Edward M. Luria