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RECORDATION NO. 32402-A FILED
November 28, 2016 04:30 PM
SURFACE TRANSPORTATION BOARD

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

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November 28, 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 Collateral Assignment of Full Service Lease Agreement, dated as of October 31, 2016, 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 32402.

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

Assignee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

Assignor: The Andersons, Inc.
1947 Briarfield Blvd.
Maumee, OH 43537

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

77 covered hopper railcars:

WLPX035001
WLPX035002
WLPX035003
WLPX035004
WLPX035005
WLPX035006
WLPX035007

WLPX035008
WLPX035009
WLPX035010
WLPX035011
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WLPX035013
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Section Chief
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WLPX035078

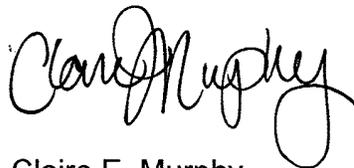
A short summary of the document to appear in the index is:

Memorandum of Collateral Assignment of Full Service Lease Agreement.

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF COLLATERAL ASSIGNMENT OF
FULL SERVICE LEASE AGREEMENT**

This **MEMORANDUM OF COLLATERAL ASSIGNMENT OF FULL SERVICE LEASE AGREEMENT** ("Assignment") is made effective as of October 31, 2016 by and between The Andersons, Inc. ("Assignor") and Manufacturers and Traders Trust Company ("Assignee").

WHEREAS, Assignor and Westlake Polymers Corporation ("Lessee") entered into a certain Equipment Lease Agreement made as of July 1, 2005 (the "Master Lease") and Amendment, Deal #R02755, dated effective as of August 1, 2016, for the Cars described on the attached **Exhibit A** (collectively the "Master Lease"). Evidence of the Lease has been recorded with the STB pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 32402.

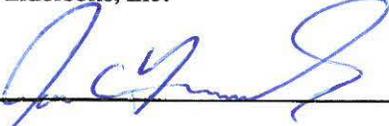
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee 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]

ASSIGNOR:

The Andersons, Inc.

By: 

Name: James C. Burmeister

Title: Vice President, Finance & Treasurer

ASSIGNEE:

Manufacturers and Traders Trust Company

By: 

Name: Christopher J. Oliver

Title: Vice President

STATE OF OHIO)
) SS.:
COUNTY OF LUCAS)

On the 31st day of October, in the year 2016, before me, the undersigned, a notary public in and for said state; personally appeared James C. Burmeister, 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



RACHELL D. FOX
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES 02-26-2018

Rachell D. Fox

Notary Public

STATE OF NEW YORK)
) SS.:
COUNTY OF MONROE)

On the 31st day of October, in the year 2016, before me, the undersigned, a notary public in and for said state; personally appeared Christopher J. Oliver 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.

Pamela J. Wilcox

Notary Public

PAMELA J. WILCOX
NOTARY PUBLIC, State of New York
Registration # 01W0130042
Qualified in Monroe County
Commission Expires Jan. 17, 2018

Exhibit A

Cars

Seventy-Seven C214 Covered Hopper Cars; 5,701 cf; 268,000 GWR

EXHIBIT A
TO THE MEMORANDUM OF LEASE
Deal #R02755
Car List
Seventy-Seven (77) Covered Hopper Cars

1	WLPX035001	27	WLPX035027	53	WLPX035054
2	WLPX035002	28	WLPX035028	54	WLPX035055
3	WLPX035003	29	WLPX035029	55	WLPX035056
4	WLPX035004	30	WLPX035030	56	WLPX035057
5	WLPX035005	31	WLPX035031	57	WLPX035058
6	WLPX035006	32	WLPX035032	58	WLPX035059
7	WLPX035007	33	WLPX035033	59	WLPX035060
8	WLPX035008	34	WLPX035034	60	WLPX035061
9	WLPX035009	35	WLPX035035	61	WLPX035062
10	WLPX035010	36	WLPX035036	62	WLPX035063
11	WLPX035011	37	WLPX035037	63	WLPX035064
12	WLPX035012	38	WLPX035038	64	WLPX035065
13	WLPX035013	39	WLPX035039	65	WLPX035066
14	WLPX035014	40	WLPX035040	66	WLPX035067
15	WLPX035015	41	WLPX035041	67	WLPX035068
16	WLPX035016	42	WLPX035042	68	WLPX035069
17	WLPX035017	43	WLPX035043	69	WLPX035070
18	WLPX035018	44	WLPX035044	70	WLPX035071
19	WLPX035019	45	WLPX035046	71	WLPX035072
20	WLPX035020	46	WLPX035047	72	WLPX035073
21	WLPX035021	47	WLPX035048	73	WLPX035074
22	WLPX035022	48	WLPX035049	74	WLPX035075
23	WLPX035023	49	WLPX035050	75	WLPX035076
24	WLPX035024	50	WLPX035051	76	WLPX035077
25	WLPX035025	51	WLPX035052	77	WLPX035078
26	WLPX035026	52	WLPX035053		

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: November 28, 2016



Claire E. Murphy