

December 1, 2016 12:45 PM

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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 First Amendment to Lease Assignment, Management and Escrow Agreement, dated as of November 7, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement previously filed with the Board under Recordation Number 30721-A.

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

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

Assignee: Wells Fargo Equipment Finance, Inc.
600 South 4th Street
Minneapolis, MN 55415

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

1 railcar ADDED: AEX 001303, and 1 railcar CASUALTIED: AEX 009555.

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

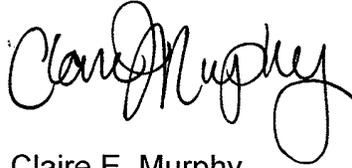
First Amendment to Lease Assignment, Management and Escrow Agreement.

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,

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

Claire E. Murphy

CEM
Enclosures

**FIRST AMENDMENT TO
LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT**

This **FIRST AMENDMENT TO LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT** (hereafter "Amendment"), is dated effective as of November 7, 2016 (the "Effective Date") executed between The Andersons, Inc., an Ohio corporation, having a principal address of 1947 Briarfield Boulevard, Maumee, Ohio 43537 (hereinafter referred to as "Assignor"), and Wells Fargo Equipment Finance, Inc., a Minnesota corporation, having a principal address of 600 South 4th Street, Minneapolis, Minnesota 55415 (hereinafter referred to as "Assignee").

W I T N E S E T H

WHEREAS, Assignor and Assignee previously entered into a Lease Assignment, Management and Escrow Agreement dated effective as of May 7, 2013 (the "Agreement");

WHEREAS, Assignor, Assignee and Lessee have agreed to substitute Car AEX 001303 for lost Car AEX 009555 effective November 7, 2016;

NOW, THEREFORE, in consideration of these premises, the parties agree as follows,

1. Car AEX 001303 is substituted under the Agreement for lost Car AEX 009555 effective November 7, 2016.
2. The remaining provisions of Agreement, shall remain unchanged.

This Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Pages to Follow]

**ASSIGNEE: WELLS FARGO EQUIPMENT FINANCE,
INC.**

By: Brian Daly

Name: Brian Daly

Title: AVP

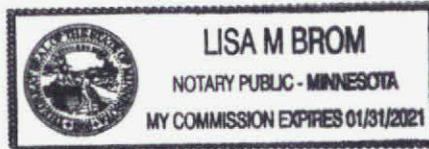
STATE OF MN)

COUNTY OF Hennepin) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Brian Daly, AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, 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 10:55 AM this 30th day of November, 2016.

Lisa Brom
Notary Public



IN WITNESS WHEREOF, the parties have executed or caused this Amendment to be executed as of the day and year first written above.

ASSIGNOR: The Andersons, Inc.

By: Catherine Shelnick

Name: 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 (s)he 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.

30 In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this day of November, 2016

Lindsay Fisher
Notary Public



LINDSAY FISHER
Notary Public, State of Ohio
My Commission Expires 10/5/19

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: December 1, 2016



Claire E. Murphy