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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 of Lease Agreement, dated as of December 1, 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 32414.

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

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

Assignee: Citizens Asset Finance, Inc.  
480 Jefferson Blvd.  
Warwick, RI 02886

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

80 railcars:  
AEX 006608  
AEX 006625  
AEX 006646  
AEX 006652  
AEX 006682  
AEX 010490  
AEX 010500  
AEX 010504

AEX 010521  
AEX 010528  
AEX 010532  
AEX 010534  
AEX 010542  
AEX 010543  
AEX 010549  
AEX 010943  
AEX 010964  
AEX 010971  
AEX 010982  
AEX 010983  
AEX 010984  
AEX 010987  
AEX 010989  
AEX 010992  
AEX 010993  
AEX 013013  
AEX 015567  
AEX 015578  
AEX 015580  
AEX 015582  
AEX 015584  
AEX 015588  
AEX 015594  
AEX 015595  
AEX 015597  
AEX 015598  
AEX 020503  
AEX 020504  
AEX 020505  
AEX 020506  
AEX 020507  
AEX 020509  
AEX 020519  
AEX 020525  
AEX 020534  
AEX 020546  
AEX 020549  
AEX 020557  
AEX 020573  
AEX 020580  
AEX 020583  
AEX 020637  
AEX 020642  
AEX 020644  
AEX 020655

Section Chief  
December 1, 2016  
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AEX 020743  
AEX 020748  
AEX 020752  
AEX 020753  
AEX 020754  
AEX 020755  
AEX 020759  
AEX 020760  
AEX 020761  
AEX 020764  
AEX 020765  
AEX 020767  
AEX 020769  
AEX 020770  
AEX 020774  
AEX 020933  
AEX 020733  
AEX 020699  
AEX 020738  
AEX 020710  
AEX 020513  
AEX 020514  
AEX 020728  
AEX 020515  
AEX 020773

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

Memorandum of Assignment of 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, flowing style.

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** (“Assignment”) is made entered into as of December 1, 2016 by and between The Andersons, Inc. (“Assignor”) and Citizens Asset Finance, Inc. (“Assignee”).

**WHEREAS**, Assignor as Lessor, and DAK Americas LLC (“Lessee”), entered into a certain Full Service Lease Agreement made effective as of February 1, 2013 (the “Master Lease”) and Full Service Lease Agreement Rider, Deal #R02584 made as of August 12, 2015 and effective October 1, 2016 (collectively with Master Lease, the “Lease”), evidence of which is recorded with the Surface Transportation Board (“STB”) pursuant to 49 U.S.C. §11301, at recordation number 32414;

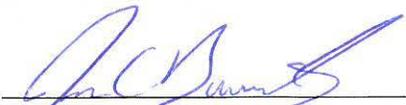
**NOW, THEREFORE**, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and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

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: 

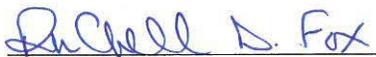
Name: James C. Burmeister

Title: Vice President, Finance & Treasurer

STATE OF OHIO                    )  
COUNTY OF LUCAS            )        ss:

Before me, a Notary Public, in and for said county and state, personally appeared James C. Burmeister, Vice President, Finance & Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that 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.

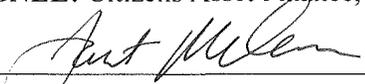
In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 1<sup>st</sup> day of December, 2016

  
Notary Public



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

ASSIGNEE: Citizens Asset Finance, Inc.

By: 

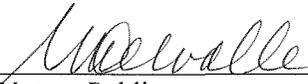
Name: Janet Melancon

Title: Vice President

STATE OF ILLINOIS            )  
COUNTY OF COOK            )    ss:

Before me, a Notary Public, in and for said county and state, personally appeared Janet Melancon of Citizens Asset Finance, Inc., a New York 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 Chicago, Illinois this 1 day of December, 2016.

  
Notary Public

**OFFICIAL SEAL  
MARIA S DELVALLE  
Notary Public - State of Illinois  
My Commission Expires 12/16/17**

**Exhibit A****Car List**

1	AEX 006608	41	AEX 020507
2	AEX 006625	42	AEX 020509
3	AEX 006646	43	AEX 020519
4	AEX 006652	44	AEX 020525
5	AEX 006682	45	AEX 020534
6	AEX 010490	46	AEX 020546
7	AEX 010500	47	AEX 020549
8	AEX 010504	48	AEX 020557
9	AEX 010521	49	AEX 020573
10	AEX 010528	50	AEX 020580
11	AEX 010532	51	AEX 020583
12	AEX 010534	52	AEX 020637
13	AEX 010542	53	AEX 020642
14	AEX 010543	54	AEX 020644
15	AEX 010549	55	AEX 020655
16	AEX 010943	56	AEX 020743
17	AEX 010964	57	AEX 020748
18	AEX 010971	58	AEX 020752
19	AEX 010982	59	AEX 020753
20	AEX 010983	60	AEX 020754
21	AEX 010984	61	AEX 020755
22	AEX 010987	62	AEX 020759
23	AEX 010989	63	AEX 020760
24	AEX 010992	64	AEX 020761
25	AEX 010993	65	AEX 020764
26	AEX 013013	66	AEX 020765
27	AEX 015567	67	AEX 020767
28	AEX 015578	68	AEX 020769
29	AEX 015580	69	AEX 020770
30	AEX 015582	70	AEX 020774
31	AEX 015584	71	AEX 020933
32	AEX 015588	72	AEX 020733
33	AEX 015594	73	AEX 020699
34	AEX 015595	74	AEX 020738
35	AEX 015597	75	AEX 020710
36	AEX 015598	76	AEX 020513
37	AEX 020503	77	AEX 020514
38	AEX 020504	78	AEX 020728
39	AEX 020505	79	AEX 020515
40	AEX 020506	80	AEX 020773

#R02584

**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