

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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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 32415.

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:

51 railcars:  
AEX 019996  
AEX 019997  
AEX 019998  
AEX 020000  
AEX 020001  
AEX 020003  
AEX 020005

AEX 020006  
AEX 020013  
AEX 020016  
AEX 020018  
AEX 020021  
AEX 020025  
AEX 020028  
AEX 020030  
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AEX 020093  
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AEX 020095  
AEX 020092

Section Chief  
December 1, 2016  
Page 3

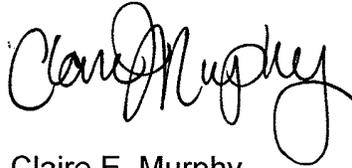
A short summary of the document to appear in the index is:

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 style with a large, prominent "C" and "M".

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 #R02587 made as of August 12, 2015 and effective September 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 32415;

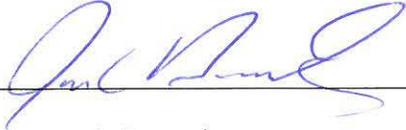
**NOW, THEREFORE**, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and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

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.

Maria S Delvalle  
Notary Public

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

**Exhibit A**

**Car List**

1	AEX 019996	27	AEX 020043
2	AEX 019997	28	AEX 020066
3	AEX 019998	29	AEX 020067
4	AEX 020000	30	AEX 020070
5	AEX 020001	31	AEX 020071
6	AEX 020003	32	AEX 020072
7	AEX 020005	33	AEX 020073
8	AEX 020006	34	AEX 020074
9	AEX 020013	35	AEX 020075
10	AEX 020016	36	AEX 020077
11	AEX 020018	37	AEX 020078
12	AEX 020021	38	AEX 020080
13	AEX 020025	39	AEX 020081
14	AEX 020028	40	AEX 020084
15	AEX 020030	41	AEX 020085
16	AEX 020031	42	AEX 020086
17	AEX 020032	43	AEX 020087
18	AEX 020034	44	AEX 020088
19	AEX 020035	45	AEX 020089
20	AEX 020036	46	AEX 020090
21	AEX 020037	47	AEX 020091
22	AEX 020038	48	AEX 020093
23	AEX 020039	49	AEX 020094
24	AEX 020040	50	AEX 020095
25	AEX 020041	51	AEX 020092
26	AEX 020042		

**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