

RECORDATION NO. 30147-A FILED
March 30, 2012 03:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

March 30, 2012

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 March 29, 2012, 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 30147.

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

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: Wells Fargo Equipment Finance, Inc.
Investors Building, Suite 700
733 Marquette Avenue
Minneapolis, Minnesota 55402

Chief
Section of Administration
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A description of the railroad equipment covered by the enclosed document is:

22 covered hopper railcars: AEX 007651, AEX 007653, AEX 007658, AEX 007660, AEX 007663, AEX 007667, AEX 007672, AEX 007673, AEX 007675, AEX 007677, AEX 007678, AEX 007679, AEX 007681, AEX 007685, AEX 007686, AEX 007689, AEX 007690, AEX 007693, AEX , 07694, AEX 008634, AEX 008663, AEX 008724.

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 \$41.00 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 OF LEASE AGREEMENT

This **MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT** ("Assignment") is made entered into as of March 29, 2012 by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, Assignor and Lessee entered into Rider dated effective as of December 7, 2009 for those units of equipment described on the attached **Exhibit A**, (collectively with Master Lease, the "Lease") providing for the lease of certain Equipment from Assignor subject to the terms and conditions set forth therein 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 30147.

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: Catherine Shelnick
Catherine Shelnick
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 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 28th day of March, 2012.

Rachell D. Fox
Notary Public



RACHELL D. FOX
Notary Public - State of Ohio
My Commission Expires 02-26-2013

ASSIGNEE: Wells Fargo Equipment Finance, Inc.

By: *Peter J. Naas*

Title: Peter J. Naas
Sr. Contract Administrator

STATE OF MINNEAPOLIS)
COUNTY OF Hennepin) ss:

Before me, a Notary Public, in and for said county and state, personally appeared *Peter J. Naas* of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, who acknowledged that 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 Minneapolis, Minnesota this 29th day of March, 2012.

Jeanne E. Samuelson
Notary Public

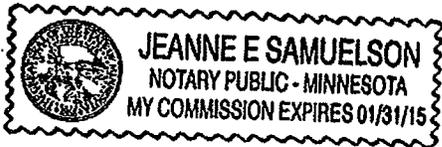


Exhibit A

Equipment

1	AEX 007651
2	AEX 007653
3	AEX 007658
4	AEX 007660
5	AEX 007663
6	AEX 007667
7	AEX 007672
8	AEX 007673
9	AEX 007675
10	AEX 007677
11	AEX 007678
12	AEX 007679
13	AEX 007681
14	AEX 007685
15	AEX 007686
16	AEX 007689
17	AEX 007690
18	AEX 007693
19	AEX 007694
20	AEX 008634
21	AEX 008663
22	AEX 008724

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: 3/30/12

Edward M. Luria
Edward M. Luria