

RECORDED 23720-0 FILED

DEC 14 '05 3:51 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

December 14, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

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 Railcar Lease Schedules, dated as of November 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Railcar Lease previously filed with the Board under Recordation Number 23720-A and 23720-D.

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

Seller: The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, New York 10036

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

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

296 covered hopper cars within the series CEFX 15009 - CEFX 19262, CEFX 151255 - CEFX 152728 and GRPX 944011 - GRPX 944595 as more particularly set forth in Schedule A-3 attached to the document.

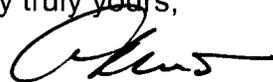
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease Schedules.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SCHEDULES 3-51 PM  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE SCHEDULES (this "Memorandum"), dated as of November 28 2005, is between The CIT Group/Equipment Financing, Inc. (the "Seller"), and The Andersons, Inc. (the "Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. 1. The Seller has leased to Graymont Western US Inc., as lessee ("Graymont"), four (4) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-1 attached hereto (the "Graymont Railcars") under that certain Schedule No. 04 to Master Railcar Lease, made as of March 15, 2005, by and between the Seller and Graymont, incorporating the terms of that certain Master Railcar Lease, made as of January 16, 2004 (Schedule No. 04 and the Master Lease Agreement, as it relates only to the Graymont Railcars, the "Graymont Lease").

2. The Seller has leased to Aluchem Inc., as lessee ("Aluchem"), thirty-five (35) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-2 attached hereto (the "Aluchem Railcars") under that certain Schedule No. 01 to Master Railcar Lease, made as of May 14, 2002, by and between the Seller and Aluchem, as extended pursuant to an Extension to Lease Schedule No. 01, dated as of June 27, 2005, for the period July 1, 2005, through June 30, 2010, incorporating the terms of that certain Master Railcar Lease, made as of May 14, 2002 (Schedule No. 01, as so extended, and the Master Lease Agreement, as it relates only to the Aluchem Railcars, the "Aluchem Lease").

3. The Seller has leased to Bunge North America, Inc., as lessee ("Bunge"), two hundred ninety-six (296) covered hopper railcars equipped with gravity gates and trough hatches identified on Schedule A-3 attached hereto (the "Bunge Railcars") under that certain Schedule No. 05, made as of November 12, 2002, by and between Bunge and the Seller, as extended pursuant to a Lease Extension Certificate, entered into as of August 11, 2005, for the period October 1, 2005, through September 30, 2008, incorporating the terms of that certain Master Railcar Lease, made as of September 26, 2001 (Schedule No. 05 and the Master Lease Agreement, as it relates only to the Bunge Railcars, the "Bunge Lease").

The Graymont Lease, the Aluchem Lease and the Bunge Lease are collectively referred to as the "Leases."

B. 1. Evidence of the Graymont Lease in its original form was recorded with the Surface Transportation Board (the "STB") by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee, dated March 15, 2005, with the STB on September 23, 2005, under Recordation No. 25096-B.

2. Evidence of the Aluchem Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee, dated May 14, 2002, with the STB on October 22, 2002, under Recordation No. 24178.

3. Evidence of the Bunge Lease in its original form was recorded with the STB by filing a Memorandum of Railcar Lease Agreement by and between the original lessor and the original lessee dated November 12, 2002, with the STB on December 3, 2002, under Recordation No. 23720-D.

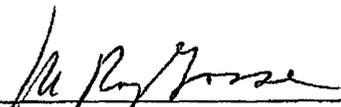
C. The Seller, as assignor, and the Buyer, as assignee, are parties to that certain Assignment and Assumption Agreement, dated as of even date herewith, pursuant to which the Seller has assigned to the Buyer all of the Seller's rights, title and interest in, and all obligations under the Leases, except to the extent constituting Excluded Rights and Obligations (as defined in the Assignment and Assumption Agreement). The terms of the assignment are more particularly set forth in the above-referenced Assignment and Assumption Agreement.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

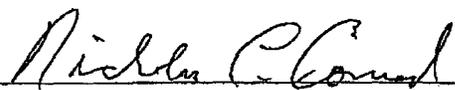
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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: M. Rby Gosse  
Title: Vice President

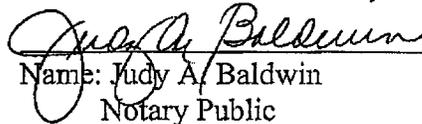
THE ANDERSONS, INC.

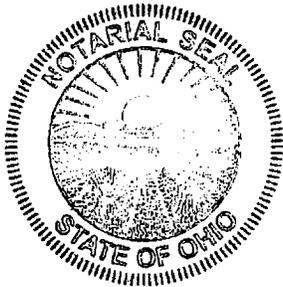
By:   
Name: Nicholas C. Conrad  
Title: Assistant Treasurer

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

On this, the 30th day of November, 2005, before me, a Notary Public in and for said County and State, personally appeared Nicholas C. Conrad, Assistant Treasurer of The Andersons, Inc., who acknowledged himself to be a duly authorized officer of The Andersons, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Judy A. Baldwin  
Notary Public

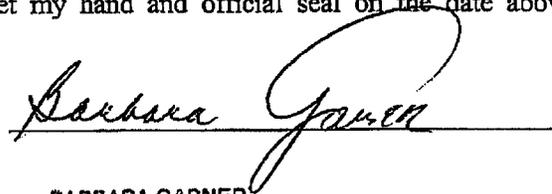


**JUDY A. BALDWIN**  
Notary Public, State of Ohio  
Commission Expires 2/01/2010

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

On this, the 27<sup>th</sup> day November, 2005, before me, a Notary Public in and for said County and State, personally appeared M. Roy Gosse, a Vice President of The CIT Group/Equipment Financing, Inc., who acknowledged himself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires Sept. 3, 2006

**SCHEDULE A-1**

**Graymont Western US Inc.**

Reporting Marks

1.	CEFX	15283
2.	CEFX	151894
3.	GRPX	944115
4.	GRPX	944167

**SCHEDULE A-2**

**Aluchem Inc.**

Reporting Marks

1.	CEFX	15268
2.	CEFX	15365
3.	CEFX	15655
4.	CEFX	15731
5.	CEFX	17081
6.	CEFX	17085
7.	CEFX	17109
8.	CEFX	17123
9.	CEFX	17128
10.	CEFX	17132
11.	CEFX	17167
12.	CEFX	17176
13.	CEFX	17183
14.	CEFX	17186
15.	CEFX	17188
16.	CEFX	17206
17.	CEFX	17337
18.	CEFX	17377
19.	CEFX	17408
20.	CEFX	17452
21.	CEFX	17482
22.	CEFX	17493
23.	CEFX	17494
24.	CEFX	17678
25.	CEFX	151935
26.	CEFX	152191
27.	GRPX	944002
28.	GRPX	944008
29.	GRPX	944110
30.	GRPX	944314
31.	GRPX	944350
32.	GRPX	944399
33.	GRPX	944484
34.	GRPX	944539
35.	GRPX	944599

SCHEDULE A-3

Bunge North America, Inc.

Reporting Marks

1	CEFX	15009	49	CEFX	17079	97	CEFX	17211
2	CEFX	15033	50	CEFX	17080	98	CEFX	17218
3	CEFX	15037	51	CEFX	17084	99	CEFX	17221
4	CEFX	15038	52	CEFX	17086	100	CEFX	17222
5	CEFX	15050	53	CEFX	17089	101	CEFX	17233
6	CEFX	15072	54	CEFX	17096	102	CEFX	17240
7	CEFX	15101	55	CEFX	17098	103	CEFX	17243
8	CEFX	15201	56	CEFX	17103	104	CEFX	17268
9	CEFX	15204	57	CEFX	17104	105	CEFX	17273
10	CEFX	15233	58	CEFX	17108	106	CEFX	17283
11	CEFX	15251	59	CEFX	17111	107	CEFX	17288
12	CEFX	15257	60	CEFX	17112	108	CEFX	17312
13	CEFX	15262	61	CEFX	17113	109	CEFX	17320
14	CEFX	15271	62	CEFX	17120	110	CEFX	17349
15	CEFX	15284	63	CEFX	17125	111	CEFX	17351
16	CEFX	15298	64	CEFX	17127	112	CEFX	17361
17	CEFX	15348	65	CEFX	17129	113	CEFX	17366
18	CEFX	15364	66	CEFX	17130	114	CEFX	17392
19	CEFX	15369	67	CEFX	17133	115	CEFX	17454
20	CEFX	15381	68	CEFX	17134	116	CEFX	17459
21	CEFX	15411	69	CEFX	17137	117	CEFX	17465
22	CEFX	15442	70	CEFX	17140	118	CEFX	17505
23	CEFX	15455	71	CEFX	17142	119	CEFX	17522
24	CEFX	15462	72	CEFX	17146	120	CEFX	17684
25	CEFX	15648	73	CEFX	17148	121	CEFX	17755
26	CEFX	15657	74	CEFX	17149	122	CEFX	19256
27	CEFX	15658	75	CEFX	17151	123	CEFX	19262
28	CEFX	15670	76	CEFX	17152	124	CEFX	151255
29	CEFX	15673	77	CEFX	17154	125	CEFX	151262
30	CEFX	15678	78	CEFX	17155	126	CEFX	151286
31	CEFX	15688	79	CEFX	17157	127	CEFX	151303
32	CEFX	15689	80	CEFX	17162	128	CEFX	151318
33	CEFX	15705	81	CEFX	17169	129	CEFX	151354
34	CEFX	15709	82	CEFX	17170	130	CEFX	151365
35	CEFX	15723	83	CEFX	17173	131	CEFX	151373
36	CEFX	15734	84	CEFX	17174	132	CEFX	151383
37	CEFX	15737	85	CEFX	17180	133	CEFX	151384
38	CEFX	15740	86	CEFX	17182	134	CEFX	151393
39	CEFX	15741	87	CEFX	17185	135	CEFX	151495
40	CEFX	15746	88	CEFX	17187	136	CEFX	151504
41	CEFX	17064	89	CEFX	17192	137	CEFX	151525
42	CEFX	17065	90	CEFX	17194	138	CEFX	151531
43	CEFX	17067	91	CEFX	17199	139	CEFX	151540
44	CEFX	17069	92	CEFX	17202	140	CEFX	151542
45	CEFX	17072	93	CEFX	17205	141	CEFX	151566
46	CEFX	17073	94	CEFX	17207	142	CEFX	151568
47	CEFX	17075	95	CEFX	17208	143	CEFX	151578
48	CEFX	17077	96	CEFX	17209	144	CEFX	151604

145	CEFX	151621	196	CEFX	152281	247	GRPX	944218
146	CEFX	151624	197	CEFX	152293	248	GRPX	944219
147	CEFX	151625	198	CEFX	152294	249	GRPX	944220
148	CEFX	151640	199	CEFX	152395	250	GRPX	944225
149	CEFX	151664	200	CEFX	152396	251	GRPX	944236
150	CEFX	151755	201	CEFX	152398	252	GRPX	944245
151	CEFX	151767	202	CEFX	152399	253	GRPX	944247
152	CEFX	151783	203	CEFX	152403	254	GRPX	944256
153	CEFX	151796	204	CEFX	152404	255	GRPX	944264
154	CEFX	151813	205	CEFX	152406	256	GRPX	944266
155	CEFX	151816	206	CEFX	152409	257	GRPX	944273
156	CEFX	151837	207	CEFX	152410	258	GRPX	944276
157	CEFX	151849	208	CEFX	152425	259	GRPX	944278
158	CEFX	151859	209	CEFX	152438	260	GRPX	944306
159	CEFX	151873	210	CEFX	152440	261	GRPX	944327
160	CEFX	151887	211	CEFX	152445	262	GRPX	944345
161	CEFX	151902	212	CEFX	152462	263	GRPX	944352
162	CEFX	151912	213	CEFX	152463	264	GRPX	944353
163	CEFX	151915	214	CEFX	152471	265	GRPX	944379
164	CEFX	151916	215	CEFX	152473	266	GRPX	944381
165	CEFX	151919	216	CEFX	152478	267	GRPX	944383
166	CEFX	151929	217	CEFX	152481	268	GRPX	944391
167	CEFX	151937	218	CEFX	152510	269	GRPX	944392
168	CEFX	151942	219	CEFX	152656	270	GRPX	944394
169	CEFX	151962	220	CEFX	152696	271	GRPX	944408
170	CEFX	151963	221	CEFX	152697	272	GRPX	944418
171	CEFX	151967	222	CEFX	152698	273	GRPX	944425
172	CEFX	151968	223	CEFX	152709	274	GRPX	944435
173	CEFX	151969	224	CEFX	152711	275	GRPX	944441
174	CEFX	151970	225	CEFX	152714	276	GRPX	944445
175	CEFX	151976	226	CEFX	152715	277	GRPX	944447
176	CEFX	151984	227	CEFX	152726	278	GRPX	944450
177	CEFX	151988	228	CEFX	152728	279	GRPX	944454
178	CEFX	151998	229	GRPX	944011	280	GRPX	944471
179	CEFX	152001	230	GRPX	944019	281	GRPX	944498
180	CEFX	152005	231	GRPX	944032	282	GRPX	944516
181	CEFX	152066	232	GRPX	944059	283	GRPX	944523
182	CEFX	152097	233	GRPX	944071	284	GRPX	944524
183	CEFX	152116	234	GRPX	944078	285	GRPX	944526
184	CEFX	152159	235	GRPX	944086	286	GRPX	944529
185	CEFX	152189	236	GRPX	944088	287	GRPX	944531
186	CEFX	152198	237	GRPX	944093	288	GRPX	944542
187	CEFX	152199	238	GRPX	944118	289	GRPX	944545
188	CEFX	152202	239	GRPX	944134	290	GRPX	944549
189	CEFX	152246	240	GRPX	944149	291	GRPX	944550
190	CEFX	152259	241	GRPX	944159	292	GRPX	944563
191	CEFX	152264	242	GRPX	944163	293	GRPX	944576
192	CEFX	152265	243	GRPX	944182	294	GRPX	944584
193	CEFX	152266	244	GRPX	944185	295	GRPX	944588
194	CEFX	152278	245	GRPX	944204	296	GRPX	944595
195	CEFX	152279	246	GRPX	944206			

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

12/14/05



\_\_\_\_\_  
Robert W. Alvord