RECORDATION NO. 22407-A FILED

DEC 1 '00 2 49 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 1, 2000

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 Agreement, dated as of December 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 22407.

The name and address of the party to the enclosed document are:

Assignor: Pitney Bowes Credit Corporation
27 Waterview Drive
Shelton, CT 06484

Assignee: Farm Credit Leasing
Services Corporation
5500 Wayzata Blvd.
Minneapolis, MN 55416

A description of the railroad equipment covered by the enclosed schedule is:

145 railcars within the series TEIX 5714 - TEIX 5994

A short summary of the schedule to appear in the index follows:

Memorandum of Assignment Agreement between Pitney Bowes Credit Corporation, Assignor, and Farm Credit Leasing Services Corporation, Assignee, covering 13 locomotives 145 railcars within the series TEIX 5714 - TEIX 5994.

Also enclosed is a check in the amount of $26.00 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment Agreement and entered into as of the 1 day of December, 2000 by and between Pitney Bowes Credit Corporation, Assignor ("Assignor") and Farm Credit Leasing Services Corporation, Assignee, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to The Andersons, Inc., as Lessee, the railcars bearing reporting marks and road numbers set forth on Exhibit A attached hereto (the "Railcars"). A Memorandum of said Lease was recorded with the Surface Transportation Board on September 15, 1999 under Recordation Number 22407.

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding Railcars which are the subject of that Lease.

3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the dated and year first above written.

PITNEY BOWES CREDIT CORPORATION, ASSIGNOR

By _____

Tyler G. Tranzillo

Title Director, Transaction Management

FARM CREDIT LEASING SERVICES CORPORATION, ASSIGNEE

By _____

Title _____

MEMORANDUM OF ASSIGNMENT AGREEMENT

Memorandum of Assignment Agreement and entered into as of the ___day of December, 2000 by and between Pitney Bowes Credit Corporation, Assignor ("Assignor") and Farm Credit Leasing Services Corporation, Assignee, ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to The Andersons, Inc., as Lessee, the railcars bearing reporting marks and road numbers set forth on Exhibit A attached hereto (the "Railcars"). A Memorandum of said Lease was recorded with the Surface Transportation Board on September 15, 1999 under Recordation Number 22407.

2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding Railcars which are the subject of that Lease.

3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the dated and year first above written.

PITNEY BOWES CREDIT
CORPORATION, ASSIGNOR

By _____

Title _____

FARM CREDIT LEASING SERVICES
CORPORATION, ASSIGNEE

By _____

Title Vice President

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 30th day of November, 2000, before me personally appeared Tyler G. Tranzillo, to me personally known, who being duly sworn, says that he is the Director, Transaction Management of Pitney Bowes Credit Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY R. OLDHAM
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2003

NOTARY PUBLIC

My commission expires:

STATE OF_____)
) SS:
COUNTY OF _____)

On this _____day of _____, 2000, before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____of _____, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My commission expires:

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this _____day of _____, 2000, before me personally appeared Tyler G. Tranzillo, to me personally known, who being duly sworn, says that he is the Director, Transaction Management of Pitney Bowes Credit Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
NOTARY PUBLIC

My commission expires:

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

On this 30th day of November, 2000, before me personally appeared Jeffrey A. Severson, to me personally known, who being duly sworn, says that he/she is the Vice President of Farm Credit Leasing Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen M. Fragale
NOTARY PUBLIC

KATHLEEN M. FRAGALE
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2005

My commission expires:

EXHIBIT A

One Hundred Forty Five (145) Rail Cars as more fully described below.

Current Marks		Prior Marks	Original Marks	Cube	Manufacturer	Prior Owner
TEIX	5714	n/a	PLMX 016003	5750	North America Car Corp	Transport Equip
TEIX	5715	n/a	PLMX 016006	5750	North America Car Corp	Transport Equip
TEIX	5716	n/a	PLMX 016007	5750	North America Car Corp	Transport Equip
TEIX	5851	AEX006170	HPIX 50682	5700	ACF	Montell
TEIX	5852	AEX006171	HPIX 50683	5700	ACF	Montell
TEIX	5853	AEX006174	HPIX 50686	5700	ACF	Montell
TEIX	5854	AEX006175	HPIX 50687	5700	ACF	Montell
TEIX	5855	AEX006176	HPIX 50688	5700	ACF	Montell
TEIX	5856	AEX006180	HPIX 50692	5700	ACF	Montell
TEIX	5857	AEX006181	HPIX 50693	5700	ACF	Montell
TEIX	5858	AEX006183	HPIX 50695	5700	ACF	Montell
TEIX	5859	AEX006184	HPIX 50696	5700	ACF	Montell
TEIX	5860	AEX006188	HPIX 50698	5700	ACF	Montell
TEIX	5861	AEX006187	HPIX 50690	5700	ACF	Montell
TEIX	5862	AEX006189	HPIX 50701	5700	ACF	Montell
TEIX	5863	AEX006190	HPIX 50702	5700	ACF	Montell
TEIX	5864	AEX006191	HPIX 50703	5700	ACF	Montell
TEIX	5865	AEX006193	HPIX 50706	5700	ACF	Montell
TEIX	5866	AEX006194	HPIX 50707	5700	ACF	Montell
TEIX	5867	AEX006195	HPIX 50708	5700	ACF	Montell
TEIX	5868	AEX006196	HPIX 50709	5700	ACF	Montell
TEIX	5869	AEX006198	HPIX 50711	5700	ACF	Montell
TEIX	5870	AEX006200	HPIX 50713	5700	ACF	Montell
TEIX	5871	AEX006201	HPIX 50714	5700	ACF	Montell
TEIX	5872	AEX006202	HPIX 50715	5700	ACF	Montell
TEIX	5873	AEX006203	HPIX 50716	5700	ACF	Montell
TEIX	5874	AEX006204	HPIX 50717	5700	ACF	Montell
TEIX	5875	AEX006205	HPIX 50718	5700	ACF	Montell
TEIX	5876	AEX006206	HPIX 50719	5700	ACF	Montell
TEIX	5877	AEX006207	HPIX 50720	5700	ACF	Montell
TEIX	5878	AEX006208	HPIX 50721	5700	ACF	Montell
TEIX	5879	AEX006209	HPIX 50722	5700	ACF	Montell
TEIX	5880	AEX006210	HPIX 50723	5700	ACF	Montell
TEIX	5881	AEX006211	HPIX 50724	5700	ACF	Montell
TEIX	5882	AEX006212	HPIX 50725	5700	ACF	Montell
TEIX	5883	AEX006213	HPIX 50726	5700	ACF	Montell
TEIX	5884	AEX006214	HPIX 50727	5700	ACF	Montell
TEIX	5885	AEX006215	HPIX 50728	5700	ACF	Montell
TEIX	5886	AEX006218	HPIX 50731	5700	ACF	Montell
TEIX	5887	AEX006219	HPIX 50732	5700	ACF	Montell
TEIX	5888	AEX006221	HPIX 50734	5700	ACF	Montell
TEIX	5889	AEX006223	HPIX 50736	5700	ACF	Montell
TEIX	5890	AEX006225	HPIX 50738	5700	ACF	Montell

Current Marks		Prior Marks	Original Marks	Cube	Manufacturer	Prior Owner
TEIX	5891	AEX006227	HPIX 50740	5700	ACF	Montell
TEIX	5892	AEX006229	HPIX 50742	5700	ACF	Montell
TEIX	5893	AEX006230	HPIX 50745	5700	ACF	Montell
TEIX	5894	AEX006231	HPIX 50746	5700	ACF	Montell
TEIX	5895	AEX006234	HPIX 50747	5700	ACF	Montell
TEIX	5896	AEX006235	HPIX 50748	5700	ACF	Montell
TEIX	5897	AEX006234	HPIX 50750	5700	ACF	Montell
TEIX	5898	AEX006235	HPIX 50751	5700	ACF	Montell
TEIX	5899	AEX006239	HPIX 50752	5700	ACF	Montell
TEIX	5900	AEX006240	HPIX 50753	5700	ACF	Montell
TEIX	5901	AEX006242	HPIX 50755	5700	ACF	Montell
TEIX	5902	AEX006243	HPIX 50756	5700	ACF	Montell
TEIX	5903	AEX006245	HPIX 50758	5700	ACF	Montell
TEIX	5904	AEX006246	HPIX 50759	5700	ACF	Montell
TEIX	5905	AEX006248	HPIX 50761	5700	ACF	Montell
TEIX	5907	AEX006250	HPIX 50763	5700	ACF	Montell
TEIX	5908	AEX006252	HPIX 50765	5700	ACF	Montell
TEIX	5909	AEX006253	HPIX 50766	5700	ACF	Montell
TEIX	5910	AEX006254	HPIX 50768	5700	ACF	Montell
TEIX	5911	AEX006255	HPIX 50769	5700	ACF	Montell
TEIX	5912	AEX006256	HPIX 50770	5700	ACF	Montell
TEIX	5913	AEX006258	HPIX 50772	5700	ACF	Montell
TEIX	5914	AEX006259	HPIX 50773	5700	ACF	Montell
TEIX	5915	AEX006261	UNCX815772	5700	ACF	Montell
TEIX	5916	AEX006263	UNCX815773	5700	ACF	Montell
TEIX	5917	AEX006264	UNCX815774	5700	ACF	Montell
TEIX	5918	AEX006265	UNCX815775	5700	ACF	Montell
TEIX	5919	AEX006266	UNCX815776	5700	ACF	Montell
TEIX	5920	AEX006267	UNCX815777	5700	ACF	Montell
TEIX	5921	AEX006268	UNCX815778	5700	ACF	Montell
TEIX	5922	AEX006269	UNCX815779	5700	ACF	Montell
TEIX	5923	AEX006270	UNCX815780	5700	ACF	Montell
TEIX	5924	AEX006273	UNCX815781	5700	ACF	Montell
TEIX	5925	n/a	UNCX815806	5840	National Steel	RailTrust
TEIX	5926	n/a	UNCX815808	5840	National Steel	RailTrust
TEIX	5927	n/a	UNCX815809	5840	National Steel	RailTrust
TEIX	5928	n/a	UNCX815829	5840	National Steel	RailTrust
TEIX	5929	n/a	UNCX815832	5840	National Steel	RailTrust
TEIX	5930	n/a	UNCX815834	5840	National Steel	RailTrust
TEIX	5931	n/a	UNCX815837	5840	National Steel	RailTrust
TEIX	5932	n/a	UNCX815836	5840	National Steel	RailTrust
TEIX	5933	n/a	UNCX815840	5840	National Steel	RailTrust
TEIX	5934	n/a	UNCX815841	5840	National Steel	RailTrust
TEIX	5935	n/a	UNCX815842	5840	National Steel	RailTrust
TEIX	5936	n/a	UNCX815843	5840	National Steel	RailTrust
TEIX	5937	n/a	UNCX815845	5840	National Steel	RailTrust
TEIX	5938	n/a	UNCX815846	5840	National Steel	RailTrust

Current Marks		Prior Marks	Original Marks	Cube	Manufacturer	Prior Owner
TEIX	5939	n/a	UNCX815847	5840	National Steel	RailTrust
TEIX	5940	AEX006179	HPIX50681	5700	ACF	Montell
TEIX	5941	n/a	UNCX815800	5840	National Steel	RailTrust
TEIX	5942	n/a	UNCX815802	5840	National Steel	RailTrust
TEIX	5943	n/a	UNCX815804	5840	National Steel	RailTrust
TEIX	5944	n/a	UNCX815815	5840	National Steel	RailTrust
TEIX	5945	n/a	UNCX815817	5840	National Steel	RailTrust
TEIX	5946	n/a	UNCX815819	5840	National Steel	RailTrust
TEIX	5947	n/a	UNCX815820	5840	National Steel	RailTrust
TEIX	5948	n/a	UNCX815821	5840	National Steel	RailTrust
TEIX	5949	n/a	UNCX815822	5840	National Steel	RailTrust
TEIX	5950	n/a	UNCX815824	5840	National Steel	RailTrust
TEIX	5951	n/a	UNCX815825	5840	National Steel	RailTrust
TEIX	5952	n/a	UNCX815826	5840	National Steel	RailTrust
TEIX	5953	n/a	UNCX815827	5840	National Steel	RailTrust
TEIX	5955	n/a	UNCX815831	5840	National Steel	RailTrust
TEIX	5956	n/a	UNCX815833	5840	National Steel	RailTrust
TEIX	5957	n/a	UNCX815839	5840	National Steel	RailTrust
TEIX	5958	n/a	UNCX815848	5840	National Steel	RailTrust
TEIX	5959	n/a	UNCX815849	5840	National Steel	RailTrust
TEIX	5960	n/a	UNCX815850	5840	National Steel	RailTrust
TEIX	5961	n/a	UNCX815851	5840	National Steel	RailTrust
TEIX	5962	n/a	UNCX815853	5840	National Steel	RailTrust
TEIX	5963	n/a	UNCX815855	5840	National Steel	RailTrust
TEIX	5964	n/a	UNCX815856	5840	National Steel	RailTrust
TEIX	5965	n/a	UNCX815857	5840	National Steel	RailTrust
TEIX	5966	n/a	UNCX815858	5840	National Steel	RailTrust
TEIX	5967	n/a	UNCX815859	5840	National Steel	RailTrust
TEIX	5968	n/a	UNCX815861	5840	National Steel	RailTrust
TEIX	5969	n/a	UNCX815862	5840	National Steel	RailTrust
TEIX	5970	n/a	UNCX815865	5840	National Steel	RailTrust
TEIX	5971	n/a	UNCX815868	5840	National Steel	RailTrust
TEIX	5972	n/a	UNCX815871	5840	National Steel	RailTrust
TEIX	5973	n/a	UNCX815875	5840	National Steel	RailTrust
TEIX	5974	n/a	UNCX815877	5840	National Steel	RailTrust
TEIX	5975	n/a	UNCX815878	5840	National Steel	RailTrust
TEIX	5975	n/a	UNCX815878	5840	National Steel	RailTrust
TEIX	5976	n/a	UNCX815879	5840	National Steel	RailTrust
TEIX	5977	n/a	UNCX815880	5840	National Steel	RailTrust
TEIX	5978	n/a	UNCX815881	5840	National Steel	RailTrust
TEIX	5979	n/a	UNCX815882	5840	National Steel	RailTrust
TEIX	5980	n/a	UNCX815884	5840	National Steel	RailTrust
TEIX	5981	n/a	UNCX815885	5840	National Steel	RailTrust
TEIX	5982	n/a	UNCX815886	5840	National Steel	RailTrust
TEIX	5983	n/a	UNCX815887	5840	National Steel	RailTrust
TEIX	5984	n/a	UNCX815888	5840	National Steel	RailTrust
TEIX	5985	n/a	UNCX815891	5840	National Steel	RailTrust
TEIX	5986	n/a	UNCX815894	5840	National Steel	RailTrust
TEIX	5987	AEX006188	HPIX50700	5700	ACF	Montell

Current Marks	Prior Marks	Original Marks	Cube	Manufacturer	Prior Owner
TEIX 5988	AEX006221	HPIX50730	5700	ACF	Montell
TEIX 5989	AEX006222	HPIX50735	5700	ACF	Montell
TEIX 5990	AEX006236	HPIX50749	5700	ACF	Montell
TEIX 5991	AEX006247	HPIX50760	5700	ACF	Montell
TEIX 5992	AEX006229	HPIX50776	5700	ACF	Montell
TEIX 5993	AEX006230	HPIX50743	5700	ACF	Montell
TEIX 5994	AEX006231	HPIX50744	5700	ACF	Montell