

RECORDATION NO. 25367 FILED

DEC 27 '04 2-14 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 27, 2004

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 Lease (Group 4), dated as of December 22, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Siemens Financial Services Limited  
170 Wood Avenue South  
Iselin, New Jersey 08830

Lessee: The Andersons, Inc.  
480 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:

365 railcars within the series IFBX 20005 - IFBX 20148, NAHX 4097 - NAHX 890834 and USLX 20401 - USLX 20411 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease (Group 4).

Also enclosed is a check in the amount of \$32.00 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

REGISTRATION NO. 25367 FILED

**MEMORANDUM OF LEASE  
(Group 4)**

DEC 27 '04 2-14 PM

SURFACE TRANSPORTATION BOARD

**WITNESSETH**

This Memorandum of Lease is entered into as of the 22nd day of December, 2004 (the "Lease Date"), by and between Siemens Financial Services, Inc., a Delaware corporation, having its principal place of business at 170 Wood Avenue South, Iselin, New Jersey 08830 ("Lessor"), and The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 ("Lessee").

1. Lessor and Lessee are parties to that certain Railcar Lease Agreement (Group 4) dated the Lease Date (the "Railcar Lease") and Equipment Schedule No. 1 dated the Lease Date (the "Schedule"), whereby Lessor leases to Lessee three hundred and sixty-five (365) railcars bearing railroad reporting marks as noted on attached Exhibit A (collectively, the "Railcars") for the term of seven (7) years starting on the Lease Date.
2. The parties have signed this Memorandum of Lease to memorialize of record at the Surface Transportation Board the Railcar Lease and Schedule.
3. This Memorandum of Lease may be executed in one or two counterparts, each executed counterpart constituting an original, but altogether only one and the same Memorandum of Lease.

**IN WITNESS WHEREOF**, the parties have executed this Memorandum of Lease as of the Lease Date.

**LESSOR:**

SIEMENS FINANCIAL SERVICES, INC.

By: *Edward Wojtowicz*

Title: *SVP*

STATE OF *New Jersey* )

) ss:

COUNTY OF *Middlesex* )

Before me, a Notary Public, in and for said county and state, personally appeared *Edward Wojtowicz*, the *Senior Vice President* of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument on 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 this *20<sup>th</sup>* day of December, 2004.

*Antoinette Puccia*

Notary Public

My Commission Expires: \_\_\_\_\_

ANTOINETTE PUCCIA

A Notary Public of New Jersey

My Commission Expires *November 15, 2006*

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**LESSEE:**

THE ANDERSONS, INC.

By: *Gary Smith*

Name: Gary Smith

Title: Vice President Finance and Treasurer

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President Finance and Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument on 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.

22<sup>nd</sup> In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this day of December, 2004.



*Cathy L. Redford*  
Notary Public  
My Commission Expires: 4-10-2009

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**Exhibit A**  
**to Memorandum of Lease - Group 4**

<u>Customer Name</u>	<u>Mark</u>	<u>Number</u>	<u>AAR Car Code</u>	<u>Builder</u>	<u>Buld Date</u>
The Burlington Northern Santa Fe Railroad	IFBX	20135	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20138	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20137	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20139	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20140	C113	RICHMOND TANK CAR	10/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20141	C113	RICHMOND TANK CAR	10/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20142	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20143	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20144	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20145	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20146	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20147	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20148	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	USLX	20401	C113	EVANS	6/1/1978
The Burlington Northern Santa Fe Railroad	USLX	20410	C113	EVANS	1/1/1978
The Burlington Northern Santa Fe Railroad	USLX	20411	C113	EVANS	6/1/1978
The Burlington Northern Santa Fe Railroad	NAHX	53408	C113	PULLMAN CO.	8/1/1973
The Burlington Northern Santa Fe Railroad	NAHX	57438	C113	PULLMAN CO.	12/1/1974
The Burlington Northern Santa Fe Railroad	NAHX	63330	C113	BERWICK FORGE	4/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	63673	C113	INGALLS	1/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	63685	C113	INGALLS	1/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	64256	C113	INGALLS	1/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	478540	C113	PULLMAN CO.	7/1/1975
The Burlington Northern Santa Fe Railroad	NAHX	479645	C113	PULLMAN CO.	12/1/1978
The Burlington Northern Santa Fe Railroad	NAHX	480935	C113	PULLMAN CO.	4/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	480940	C113	PULLMAN CO.	4/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	481084	C113	PULLMAN CO.	4/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	483146	C113	INGALLS	3/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	483528	C113	THRALL CAR MFG	6/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	484984	C113	INGALLS	8/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	487303	C113	INGALLS	9/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	487326	C113	INGALLS	9/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	487868	C113	INGALLS	1/1/1982
The Burlington Northern Santa Fe Railroad	NAHX	487890	C113	INGALLS	1/1/1982
The Burlington Northern Santa Fe Railroad	NAHX	488141	C113	INGALLS	12/1/1981
The Burlington Northern Santa Fe Railroad	NAHX	488737	C113	BERWICK FORGE	9/1/1982
The Burlington Northern Santa Fe Railroad	NAHX	510100	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510101	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510104	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510106	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510108	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510113	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510114	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510116	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510117	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510118	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510124	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510125	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510130	C113	TRINITY	11/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510132	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510133	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510136	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510148	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510150	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510151	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510152	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510153	C113	TRINITY	1/1/1980







**Exhibit A  
to Memorandum of Lease - Group 4**

<u>Customer Name</u>	<u>Mark</u>	<u>Number</u>	<u>AAR Car Code</u>	<u>Builder</u>	<u>Build Date</u>
The Burlington Northern Santa Fe Railroad	NAHX	510588	C113	TRINITY	6/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510589	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510572	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510575	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510576	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510579	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510580	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	511000	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511002	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511003	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511004	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511006	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511007	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511009	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511010	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511011	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511012	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511013	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511014	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511015	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	511016	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	890834	C113	PULLMAN CO.	1/1/1973
The Burlington Northern Santa Fe Railroad	NAHX	510291	C113	PULLMAN CO.	2/1/1980

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: 12/27/04



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