

RECORDATION NO. 25366-A  
FILED

JAN 19 '05 10-44 AM

SURFACE TRANSPORTATION BOARD

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

January 19, 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 Supplement to Memorandum of Lease Agreement (Group 3), dated as of December 22, 2004.

The enclosed document relates to the Memorandum of Lease (Group 3) previously filed with the Board under Recordation Number 25366.

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

Lessee: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, Ohio 43537

[Lessor: Siemens Financial Services, Inc.  
1700 Wood Avenue South  
Iselin, New Jersey 08830]

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

164 railcars: 162 within the series TRNX 500000 - TRNX 500697 as more particularly set forth in the equipment schedule attached to the document, NAHX 475541, and NAHX 510541.

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

Supplement to Memorandum of Lease Agreement (Group 3).

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

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SURFACE TRANSPORTATION BOARD

**SUPPLEMENT TO MEMORANDUM OF LEASE AGREEMENT**

This SUPPLEMENT TO MEMORANDUM OF LEASE AGREEMENT ("Supplement") is made as of December 22, 2004, by The Andersons, Inc. ("Andersons").

WHEREAS, Andersons, as lessor, has had assigned to it the lease(s) and has purchased the rail cars ("Equipment") described in attached Exhibit A which lease(s) Andersons subsequently assigned and which Equipment Andersons subsequently sold to Siemens Financial Services Inc. Siemens leased the Equipment back to Andersons. Evidence of the leaseback from Siemens has been previously recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and assigned recordation number 25366;

NOW, THEREFORE, Andersons wishes to record this Supplement since the lease(s) described in Exhibit A had not previously been recorded with the Surface Transportation Board

IN WITNESS WHEREOF, the Andersons has executed or caused this Supplement be executed as of the day and year first written above.

THE ANDERSONS, INC.

By: Gary Smith  
Gary Smith  
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., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

13<sup>th</sup> In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of January 2005.

Elizabeth J. Hall  
Notary Public  
My commission expires

**ELIZABETH J. HALL**  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.09 O.R.C.

EXHIBIT A

Equipment Lease No. 1 - Group 3

**Lessee: The Burlington Northern and Santa Fe Railway Company ("BNSF")**

- a). Rider No. 26 to Car Leasing Agreement No. 2019-83-02, dated as of October 25, 2004, between the Seller and BNSF.
- b). Car Leasing Agreement No. 2019-83-02, dated as of January 1, 1997, between the Seller and BNSF.

**EXHIBIT A to Equipment Schedule No.1 - Group 3**

<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	475541	C113	PULLMAN CO.	8/1/1974
The Burlington Northern Santa Fe Railroad	TRNX	500000	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500003	C113	TRINITY	1/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500007	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500013	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500014	C113	TRINITY	8/1/1979
<del>The Burlington Northern Santa Fe Railroad</del>	<del>TRNX</del>	<del>500015</del>	<del>C113</del>	<del>TRINITY</del>	<del>8/1/1979</del>
The Burlington Northern Santa Fe Railroad	TRNX	500016	C113	TRINITY	4/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500017	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500018	C113	TRINITY	1/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500019	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500030	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500031	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500032	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500033	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500034	C113	TRINITY	3/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500037	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500039	C113	TRINITY	4/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500042	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500077	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500103	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500104	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500106	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500124	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500125	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500134	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500136	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500142	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500145	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500147	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500150	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500153	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500154	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500160	C113	TRINITY	8/1/1978
The Burlington Northern Santa Fe Railroad	TRNX	500163	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500164	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500165	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500168	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500170	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500174	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500179	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500187	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500188	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500196	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500200	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500201	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500204	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500206	C113	TRINITY	8/1/1977
The Burlington Northern Santa Fe Railroad	TRNX	500208	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500209	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500213	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500217	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500223	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500225	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500229	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500231	C113	TRINITY	8/1/1979



**EXHIBIT A to Equipment Schedule No.1 - Group 3**

<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	TRNX	500401	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500405	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500409	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500412	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500413	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500421	C113	TRINITY	9/1/1979
<del>The Burlington Northern Santa Fe Railroad</del>	<del>TRNX</del>	<del>500428</del>	<del>C113</del>	<del>TRINITY</del>	<del>9/1/1979</del>
The Burlington Northern Santa Fe Railroad	TRNX	500431	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500435	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500437	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500438	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500448	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500453	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500457	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500486	C113	TRINITY	6/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500488	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500470	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500471	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500477	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500487	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500488	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500492	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500496	C113	TRINITY	7/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500582	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500585	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500591	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500598	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500604	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500605	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500607	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500619	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500637	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500638	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500639	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500641	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500643	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500647	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500651	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500652	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500669	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500663	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500664	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500667	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500671	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500674	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500681	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500682	C113	TRINITY	8/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500687	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500693	C113	TRINITY	10/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500696	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	TRNX	500697	C113	TRINITY	9/1/1979
The Burlington Northern Santa Fe Railroad	NAHX	510541	C113	TRINITY	12/1/1979

**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: \_\_\_\_\_

1/19/05



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