

RECORDATION NO. 25367-A FILED

JAN 19 '05 10-51 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

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 4), dated as of December 22, 2004.

The enclosed document relates to the Memorandum of Lease (Group 4) previously filed with the Board under Recordation Number 25367.

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:

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:

Supplement to Memorandum of Lease Agreement (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

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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 25367;

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.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 13 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 147.03 O.R.C.

EXHIBIT A

Equipment Lease No. 1 - Group 4

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

- a). Rider No. 27 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 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	IFBX	20133	C113	RICHMOND TANK CAR	10/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20134	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20135	C113	RICHMOND TANK CAR	3/1/1979
The Burlington Northern Santa Fe Railroad	IFBX	20136	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	483148	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	484994	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	487328	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	510108	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

**Exhibit A
to Equipment Schedule No.1 - 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	510559	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510560	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510561	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510562	C113	TRINITY	1/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510565	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510567	C113	TRINITY	5/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510568	C113	TRINITY	6/1/1980
The Burlington Northern Santa Fe Railroad	NAHX	510569	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	890634	C113	PULLMAN CO.	1/1/1973
The Burlington Northern Santa Fe Railroad	NAHX	610291	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: _____

1/19/05



Robert W. Alvord