

RECORDATION NO.

25366-B
FILED

JAN 25 '05 11-53 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 24, 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 Lease, dated as of January 3, 2005.

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:

Assignor: Siemens Financial Services, Inc.
1700 Wood Avenue South
Iselin, New Jersey 08830

Assignee: LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson, Maryland 21204

Mr. Vernon A. Williams
January 24, 2005
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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:

Memorandum of Assignment of Lease.

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

RECORDATION NO. 25366-B FILED 1

MEMORANDUM OF ASSIGNMENT OF LEASE JAN 25 '05 11-53 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 5 day of January, 2005, is made by SIEMENS FINANCIAL SERVICES, INC., a Delaware corporation, with an address at 170 Wood Avenue South, Iselin, New Jersey 08830 (the "Transferor"), and LASALLE NATIONAL LEASING CORPORATION, a Delaware corporation, with an address at One West Pennsylvania Avenue, Suite 1000, Towson, Maryland 21204 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Transferor, as lessor, and The Andersons, Inc. (the "Lessee"), as lessee, previously entered into the Railcar Lease Agreement (Group 3) dated as of December 22, 2004 (the "Lease"), pursuant to which Transferor leased to Lessee 164 railcars identified on Schedule 1 attached hereto (the "Equipment").

WHEREAS, Transferor and Lessee entered into a Memorandum of Lease dated as of December 22, 2004, relating to the Lease, which was filed with the Surface Transportation Board on December 27, 2004 and assigned recordation number 25366.

WHEREAS, pursuant to a Purchase Agreement dated as of January 3, 2005 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights, title, interest and obligations of Transferor in, to and under the Lease arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

[signature page to follow]

**SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

EQUIPMENT

_____ railcars bearing the following road marks and numbers:

**SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

EQUIPMENT

One Hundred Sixty-Four (164) railcars bearing the following road marks and numbers:

SEE ATTACHED EXHIBIT A

EXHIBIT A

Group 3

<u>Count</u>	<u>Customer Name</u>	<u>Mark</u>	<u>Number</u>	<u>AAR Car Code</u>	<u>Builder</u>	<u>Build Date</u>
1	The Burlington Northern Santa Fe Railroad	NAHX	475541	C113	PULLMAN CO.	08/01/1974
2	The Burlington Northern Santa Fe Railroad	TRNX	500000	C113	TRINITY	09/01/1979
3	The Burlington Northern Santa Fe Railroad	TRNX	500003	C113	TRINITY	01/01/1979
4	The Burlington Northern Santa Fe Railroad	TRNX	500007	C113	TRINITY	08/01/1979
5	The Burlington Northern Santa Fe Railroad	TRNX	500013	C113	TRINITY	09/01/1979
6	The Burlington Northern Santa Fe Railroad	TRNX	500014	C113	TRINITY	08/01/1979
7	The Burlington Northern Santa Fe Railroad	TRNX	500015	C113	TRINITY	08/01/1979
8	The Burlington Northern Santa Fe Railroad	TRNX	500016	C113	TRINITY	04/01/1979
9	The Burlington Northern Santa Fe Railroad	TRNX	500017	C113	TRINITY	09/01/1979
10	The Burlington Northern Santa Fe Railroad	TRNX	500018	C113	TRINITY	01/01/1979
11	The Burlington Northern Santa Fe Railroad	TRNX	500019	C113	TRINITY	09/01/1979
12	The Burlington Northern Santa Fe Railroad	TRNX	500030	C113	TRINITY	06/01/1979
13	The Burlington Northern Santa Fe Railroad	TRNX	500031	C113	TRINITY	06/01/1979
14	The Burlington Northern Santa Fe Railroad	TRNX	500032	C113	TRINITY	06/01/1979
15	The Burlington Northern Santa Fe Railroad	TRNX	500033	C113	TRINITY	06/01/1979
16	The Burlington Northern Santa Fe Railroad	TRNX	500034	C113	TRINITY	03/01/1979
17	The Burlington Northern Santa Fe Railroad	TRNX	500037	C113	TRINITY	06/01/1979
18	The Burlington Northern Santa Fe Railroad	TRNX	500039	C113	TRINITY	04/01/1979
19	The Burlington Northern Santa Fe Railroad	TRNX	500042	C113	TRINITY	06/01/1979
20	The Burlington Northern Santa Fe Railroad	TRNX	500077	C113	TRINITY	09/01/1979
21	The Burlington Northern Santa Fe Railroad	TRNX	500103	C113	TRINITY	07/01/1979
22	The Burlington Northern Santa Fe Railroad	TRNX	500104	C113	TRINITY	07/01/1979
23	The Burlington Northern Santa Fe Railroad	TRNX	500106	C113	TRINITY	07/01/1979
24	The Burlington Northern Santa Fe Railroad	TRNX	500124	C113	TRINITY	08/01/1979
25	The Burlington Northern Santa Fe Railroad	TRNX	500125	C113	TRINITY	08/01/1979
26	The Burlington Northern Santa Fe Railroad	TRNX	500134	C113	TRINITY	08/01/1979
27	The Burlington Northern Santa Fe Railroad	TRNX	500136	C113	TRINITY	08/01/1979
28	The Burlington Northern Santa Fe Railroad	TRNX	500142	C113	TRINITY	08/01/1979
29	The Burlington Northern Santa Fe Railroad	TRNX	500145	C113	TRINITY	08/01/1979
30	The Burlington Northern Santa Fe Railroad	TRNX	500147	C113	TRINITY	08/01/1979
31	The Burlington Northern Santa Fe Railroad	TRNX	500150	C113	TRINITY	09/01/1979
32	The Burlington Northern Santa Fe Railroad	TRNX	500153	C113	TRINITY	08/01/1979
33	The Burlington Northern Santa Fe Railroad	TRNX	500154	C113	TRINITY	08/01/1979
34	The Burlington Northern Santa Fe Railroad	TRNX	500160	C113	TRINITY	08/01/1979
35	The Burlington Northern Santa Fe Railroad	TRNX	500163	C113	TRINITY	08/01/1979
36	The Burlington Northern Santa Fe Railroad	TRNX	500164	C113	TRINITY	07/01/1979
37	The Burlington Northern Santa Fe Railroad	TRNX	500165	C113	TRINITY	06/01/1979
38	The Burlington Northern Santa Fe Railroad	TRNX	500168	C113	TRINITY	08/01/1979
39	The Burlington Northern Santa Fe Railroad	TRNX	500170	C113	TRINITY	08/01/1979
40	The Burlington Northern Santa Fe Railroad	TRNX	500174	C113	TRINITY	08/01/1979
41	The Burlington Northern Santa Fe Railroad	TRNX	500179	C113	TRINITY	06/01/1979
42	The Burlington Northern Santa Fe Railroad	TRNX	500187	C113	TRINITY	06/01/1979
43	The Burlington Northern Santa Fe Railroad	TRNX	500188	C113	TRINITY	06/01/1979
44	The Burlington Northern Santa Fe Railroad	TRNX	500196	C113	TRINITY	08/01/1979
45	The Burlington Northern Santa Fe Railroad	TRNX	500200	C113	TRINITY	06/01/1979
46	The Burlington Northern Santa Fe Railroad	TRNX	500201	C113	TRINITY	08/01/1979
47	The Burlington Northern Santa Fe Railroad	TRNX	500204	C113	TRINITY	08/01/1979
48	The Burlington Northern Santa Fe Railroad	TRNX	500206	C113	TRINITY	08/01/1977
49	The Burlington Northern Santa Fe Railroad	TRNX	500208	C113	TRINITY	06/01/1979
50	The Burlington Northern Santa Fe Railroad	TRNX	500209	C113	TRINITY	07/01/1979
51	The Burlington Northern Santa Fe Railroad	TRNX	500213	C113	TRINITY	07/01/1979
52	The Burlington Northern Santa Fe Railroad	TRNX	500217	C113	TRINITY	06/01/1979
53	The Burlington Northern Santa Fe Railroad	TRNX	500223	C113	TRINITY	07/01/1979
54	The Burlington Northern Santa Fe Railroad	TRNX	500225	C113	TRINITY	07/01/1979
55	The Burlington Northern Santa Fe Railroad	TRNX	500229	C113	TRINITY	08/01/1979
56	The Burlington Northern Santa Fe Railroad	TRNX	500231	C113	TRINITY	06/01/1979
57	The Burlington Northern Santa Fe Railroad	TRNX	500232	C113	TRINITY	08/01/1979
58	The Burlington Northern Santa Fe Railroad	TRNX	500235	C113	TRINITY	08/01/1979
59	The Burlington Northern Santa Fe Railroad	TRNX	500240	C113	TRINITY	08/01/1979
60	The Burlington Northern Santa Fe Railroad	TRNX	500243	C113	TRINITY	07/01/1979

EXHIBIT A**Group 3**

Count	Customer Name	Mark	Number	AAR Car Code	Builder	Build Date
121	The Burlington Northern Santa Fe Railroad	TRNX	500435	C113	TRINITY	10/01/1979
122	The Burlington Northern Santa Fe Railroad	TRNX	500437	C113	TRINITY	10/01/1979
123	The Burlington Northern Santa Fe Railroad	TRNX	500438	C113	TRINITY	09/01/1979
124	The Burlington Northern Santa Fe Railroad	TRNX	500448	C113	TRINITY	09/01/1979
125	The Burlington Northern Santa Fe Railroad	TRNX	500453	C113	TRINITY	06/01/1979
126	The Burlington Northern Santa Fe Railroad	TRNX	500457	C113	TRINITY	06/01/1979
127	The Burlington Northern Santa Fe Railroad	TRNX	500466	C113	TRINITY	06/01/1979
128	The Burlington Northern Santa Fe Railroad	TRNX	500468	C113	TRINITY	07/01/1979
129	The Burlington Northern Santa Fe Railroad	TRNX	500470	C113	TRINITY	07/01/1979
130	The Burlington Northern Santa Fe Railroad	TRNX	500471	C113	TRINITY	07/01/1979
131	The Burlington Northern Santa Fe Railroad	TRNX	500477	C113	TRINITY	07/01/1979
132	The Burlington Northern Santa Fe Railroad	TRNX	500487	C113	TRINITY	07/01/1979
133	The Burlington Northern Santa Fe Railroad	TRNX	500488	C113	TRINITY	07/01/1979
134	The Burlington Northern Santa Fe Railroad	TRNX	500492	C113	TRINITY	07/01/1979
135	The Burlington Northern Santa Fe Railroad	TRNX	500496	C113	TRINITY	07/01/1979
136	The Burlington Northern Santa Fe Railroad	TRNX	500582	C113	TRINITY	08/01/1979
137	The Burlington Northern Santa Fe Railroad	TRNX	500585	C113	TRINITY	08/01/1979
138	The Burlington Northern Santa Fe Railroad	TRNX	500591	C113	TRINITY	08/01/1979
139	The Burlington Northern Santa Fe Railroad	TRNX	500598	C113		08/01/1979
140	The Burlington Northern Santa Fe Railroad	TRNX	500604	C113	TRINITY	09/01/1979
141	The Burlington Northern Santa Fe Railroad	TRNX	500605	C113	TRINITY	09/01/1979
142	The Burlington Northern Santa Fe Railroad	TRNX	500607	C113	TRINITY	09/01/1970
143	The Burlington Northern Santa Fe Railroad	TRNX	500619	C113	TRINITY	09/01/1979
144	The Burlington Northern Santa Fe Railroad	TRNX	500637	C113	TRINITY	09/01/1979
145	The Burlington Northern Santa Fe Railroad	TRNX	500638	C113	TRINITY	09/01/1979
146	The Burlington Northern Santa Fe Railroad	TRNX	500639	C113	TRINITY	09/01/1979
147	The Burlington Northern Santa Fe Railroad	TRNX	500641	C113	TRINITY	09/01/1979
148	The Burlington Northern Santa Fe Railroad	TRNX	500643	C113	TRINITY	09/01/1979
149	The Burlington Northern Santa Fe Railroad	TRNX	500647	C113	TRINITY	09/01/1979
150	The Burlington Northern Santa Fe Railroad	TRNX	500651	C113	TRINITY	09/01/1979
151	The Burlington Northern Santa Fe Railroad	TRNX	500652	C113	TRINITY	09/01/1979
152	The Burlington Northern Santa Fe Railroad	TRNX	500659	C113	TRINITY	09/01/1979
153	The Burlington Northern Santa Fe Railroad	TRNX	500663	C113	TRINITY	09/01/1979
154	The Burlington Northern Santa Fe Railroad	TRNX	500664	C113	TRINITY	09/01/1979
155	The Burlington Northern Santa Fe Railroad	TRNX	500667	C113	TRINITY	09/01/1979
156	The Burlington Northern Santa Fe Railroad	TRNX	500671	C113	TRINITY	10/01/1979
157	The Burlington Northern Santa Fe Railroad	TRNX	500674	C113	TRINITY	09/01/1979
158	The Burlington Northern Santa Fe Railroad	TRNX	500681	C113	TRINITY	09/01/1979
159	The Burlington Northern Santa Fe Railroad	TRNX	500682	C113	TRINITY	09/01/1979
160	The Burlington Northern Santa Fe Railroad	TRNX	500687	C113	TRINITY	10/01/1979
161	The Burlington Northern Santa Fe Railroad	TRNX	500693	C113	TRINITY	10/01/1979
162	The Burlington Northern Santa Fe Railroad	TRNX	500696	C113	TRINITY	09/01/1979
163	The Burlington Northern Santa Fe Railroad	TRNX	500697	C113	TRINITY	09/01/1979
164	The Burlington Northern Santa Fe Railroad	NAHX	510541	C113	TRINITY	12/01/1979