

RECORDATION NO. 25365-C FILED

FEB 08 '05 2-58 PM

SURFACE TRANSPORTATION BOARD

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

February 8, 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 Subleases, dated as of January 3, 2005.

The enclosed document relates to the Memorandum of Lease (Group 2) previously filed with the Board under Recordation Number 25365.

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

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

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

Mr. Vernon A. Williams  
February 8, 2005  
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A description of the railroad equipment covered by the enclosed document is:

148 railcars within the series KBSR 10000 - KBSR 489335 and NAHX 9146 - NAHX 801147 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 Assignment of Subleases.

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

FEB 08 '05 2-58 PM

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF SUBLEASES ("Assignment") is made entered into as of January 3, 2005, by and between The Andersons, Inc, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, Ohio 43537 ("Assignor"), and LaSalle National Leasing Corporation, a Delaware corporation, having its principal place of business at One Pennsylvania Avenue, Suite 1000, Towson, Maryland 21204 ("Assignee").

WHEREAS, Assignor, as Lessor, has had assigned to it the subleases described in Exhibit A (hereinafter collectively referred to as the "Subleases") pertaining to the railcars described therein ("Cars"). Evidence of the Subleases has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Subleases; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: 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., 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.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 2<sup>nd</sup> day of ~~January~~, 2005.

*February*

Elizabeth J. Hall  
Notary Public  
My Commission Expires: \_\_\_\_\_

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has an Expiration Date  
Section 147.03 O.R.C.

ASSIGNEE: LASALLE NATIONAL LEASING CORPORATION

By: [Signature]

Name: CONSTANCE W. LANCASTER  
FIRST VICE PRESIDENT

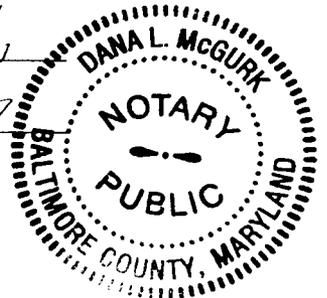
Title: \_\_\_\_\_

STATE OF Maryland )  
 ) ss:  
COUNTY OF Baltimore )

Before me, a Notary Public, in and for said county and state, personally appeared Constance W. Lancaster the First Vice President of LaSalle National Leasing Corporation, 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 2 day of ~~January~~, 2005.  
February

[Signature]  
Notary Public  
My Commission Expires: 11/1/2007



## **EXHIBIT A**

Subleases entered into by The Andersons, Inc.

### **List of Subleases**

1. **Lessee:** Kankakee, Beaverville and Southern Railroad Company (“KSBR”)
  - a). Rider No. 4, Car Set No. 1, to Car Leasing Agreement No. 4826-97, dated as of October 29, 2004, between the Seller and KSBR.
  - b). Rider No. 5, Car Set No. 1, to Car Leasing Agreement 4826-97, dated as of October 29, 2004, between the Seller and KSBR.
  - c). Car Leasing Agreement No. 4826-97, dated as of December 4, 2000, between the Seller and KSBR.
  
2. **Lessee:** The Burlington Northern and Santa Fe Railway Company (“BNSF”)
  - a). Rider No. 24 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.

<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	Kankakee, Beaverville and Southern Railroad	KBSR	10001	C113	THRALL CAR MFG	12/01/1981
2	Kankakee, Beaverville and Southern Railroad	KBSR	10007	C113	INGALLS	01/01/1981
3	Kankakee, Beaverville and Southern Railroad	KBSR	10008	C113	INGALLS	11/01/1981
4	Kankakee, Beaverville and Southern Railroad	KBSR	10017	C113	INGALLS	05/01/1981
5	Kankakee, Beaverville and Southern Railroad	KBSR	10018	C113	INGALLS	07/01/1981
6	Kankakee, Beaverville and Southern Railroad	KBSR	10019	C113	INGALLS	07/01/1981
7	Kankakee, Beaverville and Southern Railroad	KBSR	10020	C113	INGALLS	07/01/1981
8	Kankakee, Beaverville and Southern Railroad	KBSR	10021	C113	INGALLS	08/01/1981
9	Kankakee, Beaverville and Southern Railroad	KBSR	10023	C113	INGALLS	11/01/1981
10	Kankakee, Beaverville and Southern Railroad	KBSR	10027	C113	BERWICK FORGE	09/01/1982
11	Kankakee, Beaverville and Southern Railroad	KBSR	10028	C113	INGALLS	01/01/1981
12	Kankakee, Beaverville and Southern Railroad	KBSR	10029	C113	INGALLS	03/01/1981
13	Kankakee, Beaverville and Southern Railroad	KBSR	10030	C113	BERWICK FORGE	06/01/1982
14	Kankakee, Beaverville and Southern Railroad	KBSR	10040	C113	BERWICK FORGE	05/01/1981
15	Kankakee, Beaverville and Southern Railroad	KBSR	10043	C113	BERWICK FORGE	08/01/1982
16	Kankakee, Beaverville and Southern Railroad	KBSR	10045	C113	BERWICK FORGE	05/01/1982
17	Kankakee, Beaverville and Southern Railroad	KBSR	10048	C113	BERWICK FORGE	09/01/1982
18	Kankakee, Beaverville and Southern Railroad	KBSR	10049	C113	INGALLS	03/01/1981
19	Kankakee, Beaverville and Southern Railroad	KBSR	10050	C113	#EMPTY	11/01/1980
20	Kankakee, Beaverville and Southern Railroad	KBSR	10051	C113	INGALLS	04/01/1981
21	Kankakee, Beaverville and Southern Railroad	KBSR	10052	C113	INGALLS	02/01/1980
22	Kankakee, Beaverville and Southern Railroad	KBSR	10055	C113	INGALLS	10/01/1981
23	Kankakee, Beaverville and Southern Railroad	KBSR	63977	C113	INGALLS	03/01/1981
24	Kankakee, Beaverville and Southern Railroad	KBSR	63994	C113	INGALLS	03/01/1981
25	Kankakee, Beaverville and Southern Railroad	KBSR	64002	C113	INGALLS	03/01/1981
26	Kankakee, Beaverville and Southern Railroad	KBSR	64061	C113	INGALLS	04/01/1981
27	Kankakee, Beaverville and Southern Railroad	KBSR	64122	C113	INGALLS	04/01/1981
28	Kankakee, Beaverville and Southern Railroad	KBSR	64136	C113	INGALLS	04/01/1981
29	Kankakee, Beaverville and Southern Railroad	KBSR	64146	C113	INGALLS	03/01/1981
30	Kankakee, Beaverville and Southern Railroad	KBSR	64199	C113	INGALLS	05/01/1981
31	Kankakee, Beaverville and Southern Railroad	KBSR	64251	C113	INGALLS	03/01/1981
32	Kankakee, Beaverville and Southern Railroad	KBSR	64252	C113	INGALLS	03/01/1981
33	Kankakee, Beaverville and Southern Railroad	KBSR	65020	C113	INGALLS	10/01/1981
34	Kankakee, Beaverville and Southern Railroad	KBSR	252921	C113	PULLMAN CO.	01/01/1980
35	Kankakee, Beaverville and Southern Railroad	KBSR	253002	C113	PULLMAN CO.	01/01/1980
36	Kankakee, Beaverville and Southern Railroad	KBSR	477520	C113	INGALLS	02/01/1980
37	Kankakee, Beaverville and Southern Railroad	KBSR	477526	C113	INGALLS	02/01/1980
38	Kankakee, Beaverville and Southern Railroad	KBSR	477528	C113	INGALLS	02/01/1980
39	Kankakee, Beaverville and Southern Railroad	KBSR	477529	C113	INGALLS	02/01/1980
40	Kankakee, Beaverville and Southern Railroad	KBSR	477533	C113	INGALLS	02/01/1980
41	Kankakee, Beaverville and Southern Railroad	KBSR	477542	C113	INGALLS	02/01/1980
42	Kankakee, Beaverville and Southern Railroad	KBSR	477546	C113	INGALLS	02/01/1980
43	Kankakee, Beaverville and Southern Railroad	KBSR	477554	C113	INGALLS	03/01/1980
44	Kankakee, Beaverville and Southern Railroad	KBSR	477559	C113	INGALLS	02/01/1980
45	Kankakee, Beaverville and Southern Railroad	KBSR	477564	C113	INGALLS	02/01/1980
46	Kankakee, Beaverville and Southern Railroad	KBSR	477568	C113	INGALLS	03/01/1980
47	Kankakee, Beaverville and Southern Railroad	KBSR	477574	C113	INGALLS	02/01/1980
48	Kankakee, Beaverville and Southern Railroad	KBSR	477588	C113	INGALLS	02/01/1980
49	Kankakee, Beaverville and Southern Railroad	KBSR	481046	C113	PULLMAN CO.	04/01/1979
50	Kankakee, Beaverville and Southern Railroad	KBSR	481098	C113	PULLMAN CO.	04/01/1979
51	Kankakee, Beaverville and Southern Railroad	KBSR	482558	C113	INGALLS	01/01/1980
52	Kankakee, Beaverville and Southern Railroad	KBSR	482632	C113	INGALLS	02/01/1980
53	Kankakee, Beaverville and Southern Railroad	KBSR	483458	C113	PORTEX	02/01/1980
54	Kankakee, Beaverville and Southern Railroad	KBSR	483491	C113	PORTEX	03/01/1980
55	Kankakee, Beaverville and Southern Railroad	KBSR	483497	C113	PORTEX	03/01/1980
56	Kankakee, Beaverville and Southern Railroad	KBSR	483503	C113	PORTEX	03/01/1980
57	Kankakee, Beaverville and Southern Railroad	KBSR	483645	C113	PORTEX	03/01/1980
58	Kankakee, Beaverville and Southern Railroad	KBSR	483649	C113	PORTEX	03/01/1980
59	Kankakee, Beaverville and Southern Railroad	KBSR	485067	C113	PORTEX	08/01/1980

Group 2

<u>Count</u>	<u>Customer Name</u>	<u>Mark</u>	<u>Number</u>	<u>AAR Car Code</u>	<u>Builder</u>	<u>Built Date</u>
60	Kankakee, Beaverville and Southern Railroad	KBSR	485539	C113	INGALLS	12/01/1980
61	Kankakee, Beaverville and Southern Railroad	KBSR	486458	C113	INGALLS	03/01/1980
62	Kankakee, Beaverville and Southern Railroad	KBSR	488065	C113	PULLMAN CO.	04/01/1979
63	Kankakee, Beaverville and Southern Railroad	KBSR	488071	C113	INGALLS	08/01/1981
64	Kankakee, Beaverville and Southern Railroad	KBSR	488072	C113	BERWICK FORGE	03/01/1982
65	Kankakee, Beaverville and Southern Railroad	KBSR	488086	C113	INGALLS	03/01/1981
66	Kankakee, Beaverville and Southern Railroad	KBSR	488088	C113	BERWICK FORGE	06/01/1982
67	Kankakee, Beaverville and Southern Railroad	KBSR	489297	C113	SOUTHEASTERN	01/01/1984
68	Kankakee, Beaverville and Southern Railroad	KBSR	489335	C113	SOUTHEASTERN	11/01/1983
69	Kankakee, Beaverville and Southern Railroad	KBSR	10000	C113	BERWICK FORGE	04/01/1982
70	Kankakee, Beaverville and Southern Railroad	KBSR	10006	C113	INGALLS	01/01/1981
71	Kankakee, Beaverville and Southern Railroad	KBSR	10022	C113	INGALLS	11/01/1981
72	Kankakee, Beaverville and Southern Railroad	KBSR	10024	C113	BERWICK FORGE	08/01/1982
73	Kankakee, Beaverville and Southern Railroad	KBSR	10060	C113	BERWICK FORGE	07/01/1982
74	Kankakee, Beaverville and Southern Railroad	KBSR	10061	C113	INGALLS	09/01/1980
75	Kankakee, Beaverville and Southern Railroad	KBSR	488002	C113	BERWICK FORGE	04/01/1982
76	Kankakee, Beaverville and Southern Railroad	KBSR	488003	C113	BERWICK FORGE	07/01/1982
77	Kankakee, Beaverville and Southern Railroad	KBSR	488004	C113	BERWICK FORGE	07/01/1982
78	Kankakee, Beaverville and Southern Railroad	KBSR	488005	C113	INGALLS	01/01/1980
79	Kankakee, Beaverville and Southern Railroad	KBSR	488006	C113	INGALLS	01/01/1980
80	Kankakee, Beaverville and Southern Railroad	KBSR	488007	C113	BERWICK FORGE	06/01/1982
81	Kankakee, Beaverville and Southern Railroad	KBSR	488008	C113	BERWICK FORGE	04/01/1982
82	Kankakee, Beaverville and Southern Railroad	KBSR	488010	C113	SOUTHEASTERN	06/01/1984
83	Kankakee, Beaverville and Southern Railroad	KBSR	488011	C113	SOUTHEASTERN	06/01/1984
84	Kankakee, Beaverville and Southern Railroad	KBSR	488013	C113	#EMPTY	11/01/1980
85	Kankakee, Beaverville and Southern Railroad	KBSR	488014	C113	#EMPTY	12/01/1980
86	Kankakee, Beaverville and Southern Railroad	KBSR	488015	C113	BERWICK FORGE	04/01/1982
87	Kankakee, Beaverville and Southern Railroad	KBSR	488016	C113	BERWICK FORGE	04/01/1982
88	Kankakee, Beaverville and Southern Railroad	KBSR	488017	C113	BERWICK FORGE	05/01/1982
89	Kankakee, Beaverville and Southern Railroad	KBSR	488018	C113	BERWICK FORGE	05/01/1982
90	Kankakee, Beaverville and Southern Railroad	KBSR	488019	C113	BERWICK FORGE	05/01/1982
91	Kankakee, Beaverville and Southern Railroad	KBSR	488020	C113	BERWICK FORGE	05/01/1982
92	Kankakee, Beaverville and Southern Railroad	KBSR	488021	C113	BERWICK FORGE	05/01/1982
93	Kankakee, Beaverville and Southern Railroad	KBSR	488022	C113	BERWICK FORGE	05/01/1982
94	Kankakee, Beaverville and Southern Railroad	KBSR	488023	C113	BERWICK FORGE	05/01/1982
95	Kankakee, Beaverville and Southern Railroad	KBSR	488025	C113	BERWICK FORGE	06/01/1982
96	Kankakee, Beaverville and Southern Railroad	KBSR	488026	C113	BERWICK FORGE	07/01/1982
97	Kankakee, Beaverville and Southern Railroad	KBSR	488027	C113	BERWICK FORGE	07/01/1982
98	Kankakee, Beaverville and Southern Railroad	KBSR	488028	C113	BERWICK FORGE	07/01/1982
99	Kankakee, Beaverville and Southern Railroad	KBSR	488029	C113	BERWICK FORGE	07/01/1982
100	Kankakee, Beaverville and Southern Railroad	KBSR	488030	C113	BERWICK FORGE	07/01/1982
101	Kankakee, Beaverville and Southern Railroad	KBSR	488031	C113	BERWICK FORGE	07/01/1982
102	Kankakee, Beaverville and Southern Railroad	KBSR	488032	C113	BERWICK FORGE	07/01/1982
103	Kankakee, Beaverville and Southern Railroad	KBSR	488033	C113	BERWICK FORGE	07/01/1982
104	Kankakee, Beaverville and Southern Railroad	KBSR	488059	C113	INGALLS	12/01/1980
105	Kankakee, Beaverville and Southern Railroad	KBSR	488060	C113	BERWICK FORGE	07/01/1982
106	Kankakee, Beaverville and Southern Railroad	KBSR	488061	C113	BERWICK FORGE	07/01/1982
107	Kankakee, Beaverville and Southern Railroad	KBSR	488064	C113	TRINITY	09/01/1979
108	The Burlington Northern Santa Fe Railroad	NAHX	9146	C113	PULLMAN CO.	04/01/1979
109	The Burlington Northern Santa Fe Railroad	NAHX	10686	C113	SOUTHEASTERN	06/01/1984
110	The Burlington Northern Santa Fe Railroad	NAHX	11015	C113		10/01/1978
111	The Burlington Northern Santa Fe Railroad	NAHX	11017	C113		10/01/1978
112	The Burlington Northern Santa Fe Railroad	NAHX	15682	C113	PULLMAN CO.	11/01/1974
113	The Burlington Northern Santa Fe Railroad	NAHX	15686	C113	PULLMAN CO.	11/01/1974
114	The Burlington Northern Santa Fe Railroad	NAHX	15711	C113	PULLMAN CO.	11/01/1974
115	The Burlington Northern Santa Fe Railroad	NAHX	15721	C113	PULLMAN CO.	11/01/1974
116	The Burlington Northern Santa Fe Railroad	NAHX	15774	C113	PULLMAN CO.	12/01/1974
117	The Burlington Northern Santa Fe Railroad	NAHX	15785	C113	PULLMAN CO.	12/01/1974
118	The Burlington Northern Santa Fe Railroad	NAHX	15789	C113	PULLMAN CO.	12/01/1974
119	The Burlington Northern Santa Fe Railroad	NAHX	15793	C113	PULLMAN CO.	12/01/1974
120	The Burlington Northern Santa Fe Railroad	NAHX	50352	C113	PULLMAN CO.	03/01/1972

**Group 2**

<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>
121	The Burlington Northern Santa Fe Railroad	NAHX	52926	C113	PULLMAN CO.	03/01/1973
122	The Burlington Northern Santa Fe Railroad	NAHX	52978	C113	PULLMAN CO.	03/01/1973
123	The Burlington Northern Santa Fe Railroad	NAHX	53758	C113	NACCO	11/01/1973
124	The Burlington Northern Santa Fe Railroad	NAHX	56166	C113	PULLMAN CO.	08/01/1974
125	The Burlington Northern Santa Fe Railroad	NAHX	56171	C113	PULLMAN CO.	08/01/1974
126	The Burlington Northern Santa Fe Railroad	NAHX	56173	C113	PULLMAN CO.	08/01/1974
127	The Burlington Northern Santa Fe Railroad	NAHX	190354	C113	BERWICK FORGE	04/01/1981
128	The Burlington Northern Santa Fe Railroad	NAHX	300163	C113		11/01/1980
129	The Burlington Northern Santa Fe Railroad	NAHX	477029	C113	NACCO	07/01/1975
130	The Burlington Northern Santa Fe Railroad	NAHX	478450	C113	PULLMAN CO.	08/01/1975
131	The Burlington Northern Santa Fe Railroad	NAHX	479584	C113	PULLMAN CO.	11/01/1978
132	The Burlington Northern Santa Fe Railroad	NAHX	479590	C113	PULLMAN CO.	11/01/1978
133	The Burlington Northern Santa Fe Railroad	NAHX	479597	C113	PULLMAN CO.	11/01/1978
134	The Burlington Northern Santa Fe Railroad	NAHX	479598	C113	PULLMAN CO.	11/01/1978
135	The Burlington Northern Santa Fe Railroad	NAHX	480843	C113	TRINITY	05/01/1979
136	The Burlington Northern Santa Fe Railroad	NAHX	480845	C113	TRINITY	05/01/1979
137	The Burlington Northern Santa Fe Railroad	NAHX	480870	C113	TRINITY	06/01/1979
138	The Burlington Northern Santa Fe Railroad	NAHX	481074	C113	PULLMAN CO.	04/01/1979
139	The Burlington Northern Santa Fe Railroad	NAHX	481799	C113	PULLMAN CO.	11/01/1979
140	The Burlington Northern Santa Fe Railroad	NAHX	481806	C113	PULLMAN CO.	11/01/1979
141	The Burlington Northern Santa Fe Railroad	NAHX	482572	C113	INGALLS	01/01/1980
142	The Burlington Northern Santa Fe Railroad	NAHX	486548	C113	INGALLS	11/01/1980
143	The Burlington Northern Santa Fe Railroad	NAHX	487511	C113	INGALLS	07/01/1981
144	The Burlington Northern Santa Fe Railroad	NAHX	488668	C113	BERWICK FORGE	08/01/1982
145	The Burlington Northern Santa Fe Railroad	NAHX	800112	C113	PULLMAN CO.	12/01/1975
146	The Burlington Northern Santa Fe Railroad	NAHX	801147	C113	PULLMAN CO.	10/01/1973
147	The Burlington Northern Santa Fe Railroad	NAHX	15732	C113	PULLMAN CO.	11/01/1974
148	The Burlington Northern Santa Fe Railroad	NAHX	15767	C113	PULLMAN CO.	11/01/1974

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

2/8/05



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