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RECORDATION NO. 25366-C FILED

FEB 08 '05 3-05 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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 3) previously filed with the Board under Recordation Number 25366.

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

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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 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 3-05 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 2nd day of ~~January~~ February, 2005.

Elizabeth J. Hill
Notary Public
My Commission Expires: _____
ELIZABETH J. HILL
Attorney at Law
Notary Public - State of Ohio
My Commission has ~~no~~ Expiration Date
Section 147.03 O.R.C.

EXHIBIT A

Subleases entered into by The Andersons, Inc.

List of Subleases

1. **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.

		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	08/01/1979
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	07/01/1979
36	The Burlington Northern Santa Fe Railroad	TRNX	500164	C113	TRINITY	08/01/1979
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	08/01/1979
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	08/01/1979
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	08/01/1979
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	08/01/1979
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	08/01/1979
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

<u>Count</u>	<u>Customer Name</u>	Group 3			<u>Builder</u>	<u>Buld Date</u>
		<u>Mark</u>	<u>Number</u>	<u>AAR Car Code</u>		
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	TRINITY	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	09/01/1979
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

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