

RECORDATION NO. 21145-B FILED

MAR 08 '05 12-35 PM

SURFACE TRANSPORTATION BOARD

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

March 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 and Lease Agreement, dated as of February 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 21145.

The names and addresses of the parties to the enclosed document are:

Assignor: M&T Credit Services, LLC  
25 South Charles Street  
Baltimore, MD 21202

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

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

60 railcars: CP 213000 – CP 213059.

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

Memorandum of Assignment and Lease Agreement.

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

MAR 08 '05

12:35 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Memorandum") dated as of February 28, 2005 is between M&T CREDIT SERVICES, LLC ("Assignor") and THE ANDERSONS, INC. ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Railcar, Ltd. ("Ltd."), as lessor, leased sixty (60) railcars identified on Schedule 1 attached hereto (collectively, the "Railcars") under that certain Lease Agreement dated as of December 1, 1997 to Canadian Pacific Railway Company, as lessee (the "Lease").

B. The Lease was recorded with the Surface Transportation Board on January 7, 1998 under recordation No. 21145.

C. Ltd. assigned all of its rights and obligations under the Lease to Assignor (successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland)), pursuant to the Assignment of Lessor's Interest in Lease dated as of December 23, 1997 by and between Ltd., as assignor, and Assignor, as assignee, which Assignment of Lessor's Interest in Lease was recorded with the Surface Transportation Board on January 7, 1998 under recordation No. 21145-A.

D. Assignor, as assignor, and Assignee, as assignee, are parties to that certain Bill of Sale Assignment of Interest in Lease dated the even date herewith pursuant to which Assignor has assigned to Assignee all of its the rights and obligations under the Lease.

E. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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**SCHEDULE 1**

**DESCRIPTION OF RAILCARS**

	Car Number			Car Number			Car Number	
1	CP	213000	21	CP	213020	41	CP	213040
2	CP	213001	22	CP	213021	42	CP	213041
3	CP	213002	23	CP	213022	43	CP	213042
4	CP	213003	24	CP	213023	44	CP	213043
5	CP	213004	25	CP	213024	45	CP	213044
6	CP	213005	26	CP	213025	46	CP	213045
7	CP	213006	27	CP	213026	47	CP	213046
8	CP	213007	28	CP	213027	48	CP	213047
9	CP	213008	29	CP	213028	49	CP	213048
10	CP	213009	30	CP	213029	50	CP	213049
11	CP	213010	31	CP	213030	51	CP	213050
12	CP	213011	32	CP	213031	52	CP	213051
13	CP	213012	33	CP	213032	53	CP	213052
14	CP	213013	34	CP	213033	54	CP	213053
15	CP	213014	35	CP	213034	55	CP	213054
16	CP	213015	36	CP	213035	56	CP	213055
17	CP	213016	37	CP	213036	57	CP	213056
18	CP	213017	38	CP	213037	58	CP	213057
19	CP	213018	39	CP	213038	59	CP	213058
20	CP	213019	40	CP	213039	60	CP	213059

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

3/8/05



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