

RECORDATION NO. 25524 FILED

MAR 31 '05

3-49 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

March 31, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Group 2005-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment and Assumption Agreement, dated as of March 28, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Seller:	General Electric Railcar Services Corporation 161 North Clark Street, Suite 700 Chicago, Illinois 60601
Buyer:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537

Mr. Vernon A. Williams
March 31, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

569 cars within the series HS 24089 - HS 25819 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:

Assignment and Assumption 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 31 '05

3-49 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD

This ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of March 28, 2005 (this "Agreement"), is between General Electric Railcar Services Corporation, a Delaware corporation (the "Seller"), and The Andersons, Inc., an Ohio corporation (the "Buyer").

RECITALS

WHEREAS, the Buyer and the Seller have entered into that certain Purchase Agreement, dated as of March 28, 2005 (the "Purchase Agreement"), providing for the purchase of the Ownership Interest by the Buyer from the Seller, subject to the terms and conditions set forth therein; and

WHEREAS, the Purchase Agreement contemplates the execution and delivery of this Agreement by the Seller and the Buyer.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows.

AGREEMENT

1. **Definitions.** Capitalized terms used herein without definition shall have the meanings assigned to them in Section 4 of this Agreement.

2. **Assignment.** Effective as to each unit of Equipment on the Closing Date, the Seller sells to the Buyer all of the Seller's rights, title and interest in and to such unit and assigns to the Buyer all of the Seller's rights and obligations under the Lease and, to the extent incorporated therein, the Master Lease (together, the "Operative Agreements"). Notwithstanding the foregoing assignment, the Seller shall continue to be entitled to the benefit of any right to indemnification for tax or other matters which arose or may arise from or be related to any event or circumstance occurring or in existence prior to the Closing Date, as specified in the Purchase Agreement.

3. **Acceptance of Assignment; Assumption of Obligations; Effect of Assignment.** The Buyer accepts the assignment contained in Section 2 hereof and, in respect of the period on and after the Closing Date, assumes all obligations of the Seller under, and agrees to be bound to the same extent as the Seller by all the terms of, the Operative Agreements. Effective on and after the Closing Date, the Buyer shall be deemed to stand in the place of the Seller for all purposes under the Operative Agreements and each reference in the Operative Agreements to the Seller shall be deemed to mean the Buyer. The Seller, in respect of the period on and after the Closing Date, is released of all obligations of the Seller under the Operative Agreements.

4. **Definitions.** Except as otherwise specified or as the context may otherwise require, the following terms have the meanings set forth below whenever used in this Agreement (terms defined in the singular to have a correlative meaning when used in the plural and vice versa).

Bill of Sale: the bill of sale in the form of Exhibit I hereto.

Closing Date: the date of the Bill of Sale.

Equipment: the units of equipment listed on Schedule 1 hereto.

Lease: Amended and Restated Rider No. 30 to Amended and Restated Car Leasing Agreement No. 2019-83-02, dated February 23, 2005, between Seller and Lessee.

Lessee: BNSF Railway Company f/k/a The Burlington Northern and Santa Fe Railway Company.

Master Lease: Amended and Restated Car Leasing Agreement 2019-83-02, dated January 1, 1997, between Seller and Lessee.

Ownership Interest: the Seller's rights, title and interest in and to the Equipment and the Seller's rights and obligations under the Operative Agreements.

5. **Amendments.** No provision of this Agreement may be amended, modified or waived except by written agreement duly executed by each of the parties hereto.

6. **Notices.** All notices, requests or other communications to or upon any party hereto in connection herewith shall be given in the manner prescribed by Section 9.5 of the Purchase Agreement.

7. **Headings.** The section headings used in this Agreement are for convenience of reference only and shall not be used or construed to define, interpret, expand or limit any provision hereof.

8. **Counterparts.** This Agreement may be executed in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

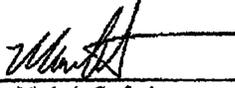
9. **Governing Law.** This Agreement shall be governed by, and construed and enforced in accordance with, the internal substantive laws of the State of Illinois, without giving effect to its conflict of law rules.

10. **Entire Agreement.** This Agreement, the Purchase Agreement, and the Bill of Sale (together with their exhibits and schedules) represent the entire agreement of the parties with respect to the subject matter hereof and thereof and supersede and cancel any prior oral or written agreement, letter of intent or understanding with respect to such subject matter.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto on the date first above written.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: 
Name: Mark A. Stefani
Title: Vice President

THE ANDERSONS, INC.

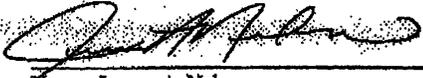
By: _____
Name: _____
Title: _____

State of ILLINOIS

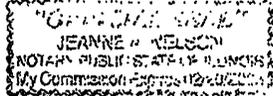
County of COOK

On this, the 25th day of March, 2005, before me, a Notary Public in and for said County and State, personally appeared Mark A. Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned:



Name: Jeanne A. Nelson
Notary Public



My Commission Expires: February 20, 2006
Residing in: Cook County

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto on the date first above written.

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: _____
Name: _____
Title: _____

THE ANDERSONS, INC.

By: Gary Smith
Name: Gary Smith
Title: Vice President, Finance and Treasurer

State of Ohio)
)
County of Lucas)

On this, the 25th day March, 2005, 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., who acknowledged himself to be a duly authorized officer of The Andersons, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Judy A. Baldwin
Notary Public

My Commission Expires: 2/01/2010
Residing in: Wood County



JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

EXHIBIT I

FORM OF BILL OF SALE

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, General Electric Railcar Services Corporation ("Seller"), does hereby sell, transfer and assign to The Andersons, Inc. ("Buyer") all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto, subject to the terms and conditions of the Purchase Agreement, dated as of March __, 2005, between Seller and Buyer, and the Assignment and Assumption Agreement, dated March __, 2005, between Seller and Buyer.

General Electric Railcar Services Corporation

By: _____
Name: _____
Title: _____
Date: _____

Schedule 1
(List of Equipment)

[A large, dense, and illegible block of text, likely representing a list of equipment, is present but completely obscured by heavy noise or a scanning artifact.]

Schedule 1

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>
1	BNSF Railway Company	HS24089
2	BNSF Railway Company	HS24091
3	BNSF Railway Company	HS24092
4	BNSF Railway Company	HS24093
5	BNSF Railway Company	HS24096
6	BNSF Railway Company	HS24098
7	BNSF Railway Company	HS24100
8	BNSF Railway Company	HS24101
9	BNSF Railway Company	HS24102
10	BNSF Railway Company	HS24103
11	BNSF Railway Company	HS24104
12	BNSF Railway Company	HS24106
13	BNSF Railway Company	HS24108
14	BNSF Railway Company	HS24110
15	BNSF Railway Company	HS24113
16	BNSF Railway Company	HS24118
17	BNSF Railway Company	HS24119
18	BNSF Railway Company	HS24124
19	BNSF Railway Company	HS24126
20	BNSF Railway Company	HS24129
21	BNSF Railway Company	HS24130
22	BNSF Railway Company	HS24146
23	BNSF Railway Company	HS24147
24	BNSF Railway Company	HS24148
25	BNSF Railway Company	HS24149
26	BNSF Railway Company	HS24150
27	BNSF Railway Company	HS24152
28	BNSF Railway Company	HS24209
29	BNSF Railway Company	HS24210
30	BNSF Railway Company	HS24214
31	BNSF Railway Company	HS24217
32	BNSF Railway Company	HS24218
33	BNSF Railway Company	HS24220
34	BNSF Railway Company	HS24221
35	BNSF Railway Company	HS24223
36	BNSF Railway Company	HS24227
37	BNSF Railway Company	HS24228
38	BNSF Railway Company	HS24229
39	BNSF Railway Company	HS24233
40	BNSF Railway Company	HS24234
41	BNSF Railway Company	HS24236
42	BNSF Railway Company	HS24237
43	BNSF Railway Company	HS24239
44	BNSF Railway Company	HS24240
45	BNSF Railway Company	HS24246
46	BNSF Railway Company	HS24253
47	BNSF Railway Company	HS24254

48	BNSF Railway Company	HS24256
49	BNSF Railway Company	HS24257
50	BNSF Railway Company	HS24258

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
51	BNSF Railway Company	HS24259
52	BNSF Railway Company	HS24262
53	BNSF Railway Company	HS24263
54	BNSF Railway Company	HS24268
55	BNSF Railway Company	HS24269
56	BNSF Railway Company	HS24272
57	BNSF Railway Company	HS24275
58	BNSF Railway Company	HS24276
59	BNSF Railway Company	HS24277
60	BNSF Railway Company	HS24286
61	BNSF Railway Company	HS24291
62	BNSF Railway Company	HS24292
63	BNSF Railway Company	HS24298
64	BNSF Railway Company	HS24300
65	BNSF Railway Company	HS24302
66	BNSF Railway Company	HS24304
67	BNSF Railway Company	HS24305
68	BNSF Railway Company	HS24307
69	BNSF Railway Company	HS24309
70	BNSF Railway Company	HS24311
71	BNSF Railway Company	HS24313
72	BNSF Railway Company	HS24320
73	BNSF Railway Company	HS24324
74	BNSF Railway Company	HS24325
75	BNSF Railway Company	HS24326
76	BNSF Railway Company	HS24328
77	BNSF Railway Company	HS24333
78	BNSF Railway Company	HS24334
79	BNSF Railway Company	HS24348
80	BNSF Railway Company	HS25000
81	BNSF Railway Company	HS25001
82	BNSF Railway Company	HS25002
83	BNSF Railway Company	HS25015
84	BNSF Railway Company	HS25016
85	BNSF Railway Company	HS25017
86	BNSF Railway Company	HS25018
87	BNSF Railway Company	HS25019
88	BNSF Railway Company	HS25020
89	BNSF Railway Company	HS25021
90	BNSF Railway Company	HS25022
91	BNSF Railway Company	HS25023
92	BNSF Railway Company	HS25024
93	BNSF Railway Company	HS25025
94	BNSF Railway Company	HS25026
95	BNSF Railway Company	HS25027
96	BNSF Railway Company	HS25028
97	BNSF Railway Company	HS25029

98	BNSF Railway Company	HS25030
99	BNSF Railway Company	HS25033
100	BNSF Railway Company	HS25036

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
101	BNSF Railway Company	HS25037
102	BNSF Railway Company	HS25038
103	BNSF Railway Company	HS25047
104	BNSF Railway Company	HS25048
105	BNSF Railway Company	HS25050
106	BNSF Railway Company	HS25051
107	BNSF Railway Company	HS25052
108	BNSF Railway Company	HS25053
109	BNSF Railway Company	HS25054
110	BNSF Railway Company	HS25055
111	BNSF Railway Company	HS25056
112	BNSF Railway Company	HS25057
113	BNSF Railway Company	HS25058
114	BNSF Railway Company	HS25063
115	BNSF Railway Company	HS25064
116	BNSF Railway Company	HS25085
117	BNSF Railway Company	HS25086
118	BNSF Railway Company	HS25087
119	BNSF Railway Company	HS25088
120	BNSF Railway Company	HS25089
121	BNSF Railway Company	HS25090
122	BNSF Railway Company	HS25091
123	BNSF Railway Company	HS25093
124	BNSF Railway Company	HS25095
125	BNSF Railway Company	HS25096
126	BNSF Railway Company	HS25134
127	BNSF Railway Company	HS25135
128	BNSF Railway Company	HS25136
129	BNSF Railway Company	HS25137
130	BNSF Railway Company	HS25138
131	BNSF Railway Company	HS25139
132	BNSF Railway Company	HS25140
133	BNSF Railway Company	HS25141
134	BNSF Railway Company	HS25142
135	BNSF Railway Company	HS25143
136	BNSF Railway Company	HS25144
137	BNSF Railway Company	HS25145
138	BNSF Railway Company	HS25146
139	BNSF Railway Company	HS25147
140	BNSF Railway Company	HS25148
141	BNSF Railway Company	HS25149
142	BNSF Railway Company	HS25150
143	BNSF Railway Company	HS25151
144	BNSF Railway Company	HS25152
145	BNSF Railway Company	HS25153
146	BNSF Railway Company	HS25154
147	BNSF Railway Company	HS25155

148	BNSF Railway Company	HS25156
149	BNSF Railway Company	HS25159
150	BNSF Railway Company	HS25160

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
151	BNSF Railway Company	HS25165
152	BNSF Railway Company	HS25168
153	BNSF Railway Company	HS25172
154	BNSF Railway Company	HS25173
155	BNSF Railway Company	HS25174
156	BNSF Railway Company	HS25175
157	BNSF Railway Company	HS25176
158	BNSF Railway Company	HS25177
159	BNSF Railway Company	HS25178
160	BNSF Railway Company	HS25179
161	BNSF Railway Company	HS25180
162	BNSF Railway Company	HS25181
163	BNSF Railway Company	HS25182
164	BNSF Railway Company	HS25184
165	BNSF Railway Company	HS25186
166	BNSF Railway Company	HS25187
167	BNSF Railway Company	HS25188
168	BNSF Railway Company	HS25189
169	BNSF Railway Company	HS25190
170	BNSF Railway Company	HS25191
171	BNSF Railway Company	HS25192
172	BNSF Railway Company	HS25193
173	BNSF Railway Company	HS25194
174	BNSF Railway Company	HS25195
175	BNSF Railway Company	HS25196
176	BNSF Railway Company	HS25197
177	BNSF Railway Company	HS25199
178	BNSF Railway Company	HS25200
179	BNSF Railway Company	HS25203
180	BNSF Railway Company	HS25204
181	BNSF Railway Company	HS25205
182	BNSF Railway Company	HS25206
183	BNSF Railway Company	HS25207
184	BNSF Railway Company	HS25208
185	BNSF Railway Company	HS25209
186	BNSF Railway Company	HS25210
187	BNSF Railway Company	HS25211
188	BNSF Railway Company	HS25212
189	BNSF Railway Company	HS25219
190	BNSF Railway Company	HS25221
191	BNSF Railway Company	HS25227
192	BNSF Railway Company	HS25228
193	BNSF Railway Company	HS25229
194	BNSF Railway Company	HS25230
195	BNSF Railway Company	HS25231
196	BNSF Railway Company	HS25232
197	BNSF Railway Company	HS25233

198	BNSF Railway Company	HS25235
199	BNSF Railway Company	HS25238
200	BNSF Railway Company	HS25243

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
201	BNSF Railway Company	HS25244
202	BNSF Railway Company	HS25246
203	BNSF Railway Company	HS25247
204	BNSF Railway Company	HS25248
205	BNSF Railway Company	HS25250
206	BNSF Railway Company	HS25251
207	BNSF Railway Company	HS25252
208	BNSF Railway Company	HS25253
209	BNSF Railway Company	HS25254
210	BNSF Railway Company	HS25256
211	BNSF Railway Company	HS25257
212	BNSF Railway Company	HS25259
213	BNSF Railway Company	HS25261
214	BNSF Railway Company	HS25262
215	BNSF Railway Company	HS25263
216	BNSF Railway Company	HS25264
217	BNSF Railway Company	HS25270
218	BNSF Railway Company	HS25271
219	BNSF Railway Company	HS25272
220	BNSF Railway Company	HS25273
221	BNSF Railway Company	HS25279
222	BNSF Railway Company	HS25280
223	BNSF Railway Company	HS25282
224	BNSF Railway Company	HS25283
225	BNSF Railway Company	HS25284
226	BNSF Railway Company	HS25286
227	BNSF Railway Company	HS25289
228	BNSF Railway Company	HS25290
229	BNSF Railway Company	HS25291
230	BNSF Railway Company	HS25292
231	BNSF Railway Company	HS25293
232	BNSF Railway Company	HS25294
233	BNSF Railway Company	HS25295
234	BNSF Railway Company	HS25296
235	BNSF Railway Company	HS25297
236	BNSF Railway Company	HS25298
237	BNSF Railway Company	HS25300
238	BNSF Railway Company	HS25302
239	BNSF Railway Company	HS25305
240	BNSF Railway Company	HS25308
241	BNSF Railway Company	HS25309
242	BNSF Railway Company	HS25310
243	BNSF Railway Company	HS25312
244	BNSF Railway Company	HS25313
245	BNSF Railway Company	HS25314
246	BNSF Railway Company	HS25315
247	BNSF Railway Company	HS25316

248	BNSF Railway Company	HS25317
249	BNSF Railway Company	HS25318
250	BNSF Railway Company	HS25319

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
251	BNSF Railway Company	HS25320
252	BNSF Railway Company	HS25322
253	BNSF Railway Company	HS25323
254	BNSF Railway Company	HS25325
255	BNSF Railway Company	HS25326
256	BNSF Railway Company	HS25327
257	BNSF Railway Company	HS25330
258	BNSF Railway Company	HS25331
259	BNSF Railway Company	HS25332
260	BNSF Railway Company	HS25333
261	BNSF Railway Company	HS25335
262	BNSF Railway Company	HS25337
263	BNSF Railway Company	HS25338
264	BNSF Railway Company	HS25340
265	BNSF Railway Company	HS25341
266	BNSF Railway Company	HS25342
267	BNSF Railway Company	HS25343
268	BNSF Railway Company	HS25346
269	BNSF Railway Company	HS25348
270	BNSF Railway Company	HS25349
271	BNSF Railway Company	HS25354
272	BNSF Railway Company	HS25357
273	BNSF Railway Company	HS25360
274	BNSF Railway Company	HS25361
275	BNSF Railway Company	HS25362
276	BNSF Railway Company	HS25364
277	BNSF Railway Company	HS25365
278	BNSF Railway Company	HS25367
279	BNSF Railway Company	HS25368
280	BNSF Railway Company	HS25369
281	BNSF Railway Company	HS25371
282	BNSF Railway Company	HS25372
283	BNSF Railway Company	HS25375
284	BNSF Railway Company	HS25378
285	BNSF Railway Company	HS25379
286	BNSF Railway Company	HS25381
287	BNSF Railway Company	HS25382
288	BNSF Railway Company	HS25383
289	BNSF Railway Company	HS25384
290	BNSF Railway Company	HS25385
291	BNSF Railway Company	HS25386
292	BNSF Railway Company	HS25387
293	BNSF Railway Company	HS25388
294	BNSF Railway Company	HS25390
295	BNSF Railway Company	HS25391
296	BNSF Railway Company	HS25392
297	BNSF Railway Company	HS25393

298	BNSF Railway Company	HS25394
299	BNSF Railway Company	HS25400
300	BNSF Railway Company	HS25401

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
301	BNSF Railway Company	HS25402
302	BNSF Railway Company	HS25403
303	BNSF Railway Company	HS25404
304	BNSF Railway Company	HS25407
305	BNSF Railway Company	HS25413
306	BNSF Railway Company	HS25414
307	BNSF Railway Company	HS25419
308	BNSF Railway Company	HS25421
309	BNSF Railway Company	HS25424
310	BNSF Railway Company	HS25425
311	BNSF Railway Company	HS25426
312	BNSF Railway Company	HS25427
313	BNSF Railway Company	HS25428
314	BNSF Railway Company	HS25429
315	BNSF Railway Company	HS25430
316	BNSF Railway Company	HS25431
317	BNSF Railway Company	HS25433
318	BNSF Railway Company	HS25435
319	BNSF Railway Company	HS25436
320	BNSF Railway Company	HS25437
321	BNSF Railway Company	HS25438
322	BNSF Railway Company	HS25439
323	BNSF Railway Company	HS25440
324	BNSF Railway Company	HS25442
325	BNSF Railway Company	HS25443
326	BNSF Railway Company	HS25445
327	BNSF Railway Company	HS25446
328	BNSF Railway Company	HS25447
329	BNSF Railway Company	HS25448
330	BNSF Railway Company	HS25449
331	BNSF Railway Company	HS25450
332	BNSF Railway Company	HS25451
333	BNSF Railway Company	HS25452
334	BNSF Railway Company	HS25453
335	BNSF Railway Company	HS25454
336	BNSF Railway Company	HS25455
337	BNSF Railway Company	HS25456
338	BNSF Railway Company	HS25459
339	BNSF Railway Company	HS25461
340	BNSF Railway Company	HS25462
341	BNSF Railway Company	HS25463
342	BNSF Railway Company	HS25465
343	BNSF Railway Company	HS25466
344	BNSF Railway Company	HS25467
345	BNSF Railway Company	HS25470
346	BNSF Railway Company	HS25475
347	BNSF Railway Company	HS25476

348	BNSF Railway Company	HS25477
349	BNSF Railway Company	HS25481
350	BNSF Railway Company	HS25483

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
351	BNSF Railway Company	HS25484
352	BNSF Railway Company	HS25485
353	BNSF Railway Company	HS25486
354	BNSF Railway Company	HS25487
355	BNSF Railway Company	HS25491
356	BNSF Railway Company	HS25493
357	BNSF Railway Company	HS25494
358	BNSF Railway Company	HS25495
359	BNSF Railway Company	HS25496
360	BNSF Railway Company	HS25497
361	BNSF Railway Company	HS25498
362	BNSF Railway Company	HS25499
363	BNSF Railway Company	HS25501
364	BNSF Railway Company	HS25503
365	BNSF Railway Company	HS25504
366	BNSF Railway Company	HS25505
367	BNSF Railway Company	HS25506
368	BNSF Railway Company	HS25508
369	BNSF Railway Company	HS25509
370	BNSF Railway Company	HS25510
371	BNSF Railway Company	HS25511
372	BNSF Railway Company	HS25512
373	BNSF Railway Company	HS25515
374	BNSF Railway Company	HS25516
375	BNSF Railway Company	HS25518
376	BNSF Railway Company	HS25519
377	BNSF Railway Company	HS25520
378	BNSF Railway Company	HS25521
379	BNSF Railway Company	HS25525
380	BNSF Railway Company	HS25526
381	BNSF Railway Company	HS25527
382	BNSF Railway Company	HS25528
383	BNSF Railway Company	HS25529
384	BNSF Railway Company	HS25531
385	BNSF Railway Company	HS25532
386	BNSF Railway Company	HS25533
387	BNSF Railway Company	HS25534
388	BNSF Railway Company	HS25539
389	BNSF Railway Company	HS25540
390	BNSF Railway Company	HS25547
391	BNSF Railway Company	HS25550
392	BNSF Railway Company	HS25556
393	BNSF Railway Company	HS25558
394	BNSF Railway Company	HS25560
395	BNSF Railway Company	HS25563
396	BNSF Railway Company	HS25566
397	BNSF Railway Company	HS25568

398	BNSF Railway Company	HS25569
399	BNSF Railway Company	HS25570
400	BNSF Railway Company	HS25572

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
401	BNSF Railway Company	HS25573
402	BNSF Railway Company	HS25576
403	BNSF Railway Company	HS25577
404	BNSF Railway Company	HS25578
405	BNSF Railway Company	HS25579
406	BNSF Railway Company	HS25582
407	BNSF Railway Company	HS25583
408	BNSF Railway Company	HS25584
409	BNSF Railway Company	HS25585
410	BNSF Railway Company	HS25588
411	BNSF Railway Company	HS25589
412	BNSF Railway Company	HS25591
413	BNSF Railway Company	HS25592
414	BNSF Railway Company	HS25594
415	BNSF Railway Company	HS25595
416	BNSF Railway Company	HS25596
417	BNSF Railway Company	HS25597
418	BNSF Railway Company	HS25602
419	BNSF Railway Company	HS25603
420	BNSF Railway Company	HS25604
421	BNSF Railway Company	HS25605
422	BNSF Railway Company	HS25606
423	BNSF Railway Company	HS25607
424	BNSF Railway Company	HS25608
425	BNSF Railway Company	HS25610
426	BNSF Railway Company	HS25611
427	BNSF Railway Company	HS25612
428	BNSF Railway Company	HS25613
429	BNSF Railway Company	HS25614
430	BNSF Railway Company	HS25619
431	BNSF Railway Company	HS25620
432	BNSF Railway Company	HS25622
433	BNSF Railway Company	HS25625
434	BNSF Railway Company	HS25626
435	BNSF Railway Company	HS25629
436	BNSF Railway Company	HS25631
437	BNSF Railway Company	HS25632
438	BNSF Railway Company	HS25633
439	BNSF Railway Company	HS25634
440	BNSF Railway Company	HS25635
441	BNSF Railway Company	HS25636
442	BNSF Railway Company	HS25637
443	BNSF Railway Company	HS25638
444	BNSF Railway Company	HS25639
445	BNSF Railway Company	HS25640
446	BNSF Railway Company	HS25642
447	BNSF Railway Company	HS25652

448	BNSF Railway Company	HS25653
449	BNSF Railway Company	HS25654
450	BNSF Railway Company	HS25655

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
451	BNSF Railway Company	HS25657
452	BNSF Railway Company	HS25658
453	BNSF Railway Company	HS25660
454	BNSF Railway Company	HS25662
455	BNSF Railway Company	HS25663
456	BNSF Railway Company	HS25664
457	BNSF Railway Company	HS25665
458	BNSF Railway Company	HS25666
459	BNSF Railway Company	HS25667
460	BNSF Railway Company	HS25668
461	BNSF Railway Company	HS25669
462	BNSF Railway Company	HS25670
463	BNSF Railway Company	HS25674
464	BNSF Railway Company	HS25676
465	BNSF Railway Company	HS25677
466	BNSF Railway Company	HS25678
467	BNSF Railway Company	HS25679
468	BNSF Railway Company	HS25680
469	BNSF Railway Company	HS25681
470	BNSF Railway Company	HS25682
471	BNSF Railway Company	HS25683
472	BNSF Railway Company	HS25684
473	BNSF Railway Company	HS25687
474	BNSF Railway Company	HS25688
475	BNSF Railway Company	HS25689
476	BNSF Railway Company	HS25690
477	BNSF Railway Company	HS25692
478	BNSF Railway Company	HS25696
479	BNSF Railway Company	HS25697
480	BNSF Railway Company	HS25698
481	BNSF Railway Company	HS25700
482	BNSF Railway Company	HS25701
483	BNSF Railway Company	HS25702
484	BNSF Railway Company	HS25703
485	BNSF Railway Company	HS25704
486	BNSF Railway Company	HS25705
487	BNSF Railway Company	HS25706
488	BNSF Railway Company	HS25707
489	BNSF Railway Company	HS25708
490	BNSF Railway Company	HS25709
491	BNSF Railway Company	HS25710
492	BNSF Railway Company	HS25711
493	BNSF Railway Company	HS25712
494	BNSF Railway Company	HS25713
495	BNSF Railway Company	HS25714
496	BNSF Railway Company	HS25715
497	BNSF Railway Company	HS25716

498	BNSF Railway Company	HS25717
499	BNSF Railway Company	HS25718
500	BNSF Railway Company	HS25719

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
501	BNSF Railway Company	HS25720
502	BNSF Railway Company	HS25721
503	BNSF Railway Company	HS25722
504	BNSF Railway Company	HS25723
505	BNSF Railway Company	HS25724
506	BNSF Railway Company	HS25725
507	BNSF Railway Company	HS25726
508	BNSF Railway Company	HS25727
509	BNSF Railway Company	HS25728
510	BNSF Railway Company	HS25729
511	BNSF Railway Company	HS25731
512	BNSF Railway Company	HS25733
513	BNSF Railway Company	HS25734
514	BNSF Railway Company	HS25735
515	BNSF Railway Company	HS25736
516	BNSF Railway Company	HS25738
517	BNSF Railway Company	HS25742
518	BNSF Railway Company	HS25743
519	BNSF Railway Company	HS25744
520	BNSF Railway Company	HS25745
521	BNSF Railway Company	HS25746
522	BNSF Railway Company	HS25747
523	BNSF Railway Company	HS25748
524	BNSF Railway Company	HS25749
525	BNSF Railway Company	HS25750
526	BNSF Railway Company	HS25751
527	BNSF Railway Company	HS25752
528	BNSF Railway Company	HS25755
529	BNSF Railway Company	HS25757
530	BNSF Railway Company	HS25758
531	BNSF Railway Company	HS25759
532	BNSF Railway Company	HS25760
533	BNSF Railway Company	HS25762
534	BNSF Railway Company	HS25763
535	BNSF Railway Company	HS25765
536	BNSF Railway Company	HS25766
537	BNSF Railway Company	HS25767
538	BNSF Railway Company	HS25768
539	BNSF Railway Company	HS25769
540	BNSF Railway Company	HS25770
541	BNSF Railway Company	HS25773
542	BNSF Railway Company	HS25776
543	BNSF Railway Company	HS25778
544	BNSF Railway Company	HS25779
545	BNSF Railway Company	HS25780
546	BNSF Railway Company	HS25781
547	BNSF Railway Company	HS25782

548	BNSF Railway Company	HS25783
549	BNSF Railway Company	HS25786
550	BNSF Railway Company	HS25792

AAR

<u>Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>
551	BNSF Railway Company	HS25793
552	BNSF Railway Company	HS25794
553	BNSF Railway Company	HS25795
554	BNSF Railway Company	HS25796
555	BNSF Railway Company	HS25797
556	BNSF Railway Company	HS25798
557	BNSF Railway Company	HS25799
558	BNSF Railway Company	HS25800
559	BNSF Railway Company	HS25805
560	BNSF Railway Company	HS25806
561	BNSF Railway Company	HS25807
562	BNSF Railway Company	HS25808
563	BNSF Railway Company	HS25809
564	BNSF Railway Company	HS25810
565	BNSF Railway Company	HS25811
566	BNSF Railway Company	HS25812
567	BNSF Railway Company	HS25814
568	BNSF Railway Company	HS25818
569	BNSF Railway Company	HS25819

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: March 31, 2005



Edward M. Luria