

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)

RECORDATION NO. 25567-A FILED
APR 29 '05 3-19 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

April 29, 2005

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

Re: Kansas City Southern Railway Company Leases

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment and Assumption Agreement, dated as of March 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Agreement being filed with the Board under Recordation Number _____.

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
April 29, 2005
Page 2

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

311 flatcars within the series SR 140500 - SR 140930 as more particularly set forth in the equipment schedule attached to the document.

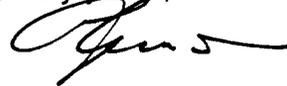
A short summary of the document to appear in the index is:

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

ASSIGNMENT AND ASSUMPTION AGREEMENT **APR 29 05 3-19 PM**

SURFACE TRANSPORTATION BOARD

This ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of March __, 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 __, 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: Letter Agreement, dated August 6, 2003, by Seller as accepted by Lessee.

Lessee: The Kansas City Southern Railway Company.

Master Lease: Car Leasing Agreement 4812-83-01, dated January 1, 2004, 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: _____
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.

Judy A. Baldwin
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

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.

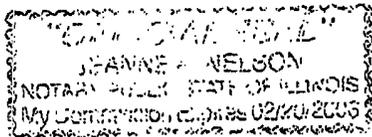
By: _____
Name: _____
Title: _____

State of ILLINOIS)

County of COOK)

On this, the 26th 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.



Jeanne A. Nelson

Name: Jeanne A. Nelson
Notary Public

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

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
KCS**

<u>Unit</u>	<u>50'-70 Ton Flats</u>	<u>AAR</u>	<u>AAR</u>
<u>Count</u>	<u>Lessee</u>	<u>Reporting</u>	<u>Car</u>
		<u>Mark</u>	<u>Code</u>
1	The Kansas City Southern Railway Company	SR 140500	L027
2	The Kansas City Southern Railway Company	SR 140501	L027
3	The Kansas City Southern Railway Company	SR 140502	L027
4	The Kansas City Southern Railway Company	SR 140503	L027
5	The Kansas City Southern Railway Company	SR 140504	L027
6	The Kansas City Southern Railway Company	SR 140506	L027
7	The Kansas City Southern Railway Company	SR 140507	L027
8	The Kansas City Southern Railway Company	SR 140508	L027
9	The Kansas City Southern Railway Company	SR 140509	L027
10	The Kansas City Southern Railway Company	SR 140510	L027
11	The Kansas City Southern Railway Company	SR 140511	L027
12	The Kansas City Southern Railway Company	SR 140513	L027
13	The Kansas City Southern Railway Company	SR 140514	L027
14	The Kansas City Southern Railway Company	SR 140515	L027
15	The Kansas City Southern Railway Company	SR 140516	L027
16	The Kansas City Southern Railway Company	SR 140517	L027
17	The Kansas City Southern Railway Company	SR 140518	L027
18	The Kansas City Southern Railway Company	SR 140519	L027
19	The Kansas City Southern Railway Company	SR 140520	L027
20	The Kansas City Southern Railway Company	SR 140521	L027
21	The Kansas City Southern Railway Company	SR 140522	L027
22	The Kansas City Southern Railway Company	SR 140523	L027
23	The Kansas City Southern Railway Company	SR 140524	L027
24	The Kansas City Southern Railway Company	SR 140525	L027

25	The Kansas City Southern Railway Company	SR	140526	L027
26	The Kansas City Southern Railway Company	SR	140527	L027
27	The Kansas City Southern Railway Company	SR	140528	L027
28	The Kansas City Southern Railway Company	SR	140529	L027
29	The Kansas City Southern Railway Company	SR	140530	L027
30	The Kansas City Southern Railway Company	SR	140531	L027
31	The Kansas City Southern Railway Company	SR	140532	L027
32	The Kansas City Southern Railway Company	SR	140533	L027
33	The Kansas City Southern Railway Company	SR	140534	L027
34	The Kansas City Southern Railway Company	SR	140536	L027
35	The Kansas City Southern Railway Company	SR	140537	L027
36	The Kansas City Southern Railway Company	SR	140538	L027
37	The Kansas City Southern Railway Company	SR	140540	L027
38	The Kansas City Southern Railway Company	SR	140541	L027
39	The Kansas City Southern Railway Company	SR	140542	L027
40	The Kansas City Southern Railway Company	SR	140543	L027
41	The Kansas City Southern Railway Company	SR	140544	L027
42	The Kansas City Southern Railway Company	SR	140545	L027
43	The Kansas City Southern Railway Company	SR	140546	L027
44	The Kansas City Southern Railway Company	SR	140547	L027
45	The Kansas City Southern Railway Company	SR	140549	L027
46	The Kansas City Southern Railway Company	SR	140550	L027
47	The Kansas City Southern Railway Company	SR	140551	L027
48	The Kansas City Southern Railway Company	SR	140552	L027
49	The Kansas City Southern Railway Company	SR	140553	L027
50	The Kansas City Southern Railway Company	SR	140554	L027

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>	<u>AAR Car Code</u>
51	The Kansas City Southern Railway Company	SR 140555	L027
52	The Kansas City Southern Railway Company	SR 140556	L027
53	The Kansas City Southern Railway Company	SR 140558	L027
54	The Kansas City Southern Railway Company	SR 140559	L027
55	The Kansas City Southern Railway Company	SR 140560	L027
56	The Kansas City Southern Railway Company	SR 140561	L027
57	The Kansas City Southern Railway Company	SR 140562	L027
58	The Kansas City Southern Railway Company	SR 140563	L027
59	The Kansas City Southern Railway Company	SR 140564	L027
60	The Kansas City Southern Railway Company	SR 140565	L027
61	The Kansas City Southern Railway Company	SR 140566	L027
62	The Kansas City Southern Railway Company	SR 140567	L027
63	The Kansas City Southern Railway Company	SR 140568	L027
64	The Kansas City Southern Railway Company	SR 140569	L027
65	The Kansas City Southern Railway Company	SR 140570	L027
66	The Kansas City Southern Railway Company	SR 140571	L027
67	The Kansas City Southern Railway Company	SR 140572	L027
68	The Kansas City Southern Railway Company	SR 140573	L027
69	The Kansas City Southern Railway Company	SR 140574	L027
70	The Kansas City Southern Railway Company	SR 140575	L027
71	The Kansas City Southern Railway Company	SR 140576	L027
72	The Kansas City Southern Railway Company	SR 140577	L027
73	The Kansas City Southern Railway Company	SR 140578	L027
74	The Kansas City Southern Railway Company	SR 140579	L027
75	The Kansas City Southern Railway Company	SR 140580	L027

76	The Kansas City Southern Railway Company	SR	140582	L027
77	The Kansas City Southern Railway Company	SR	140583	L027
78	The Kansas City Southern Railway Company	SR	140584	L027
79	The Kansas City Southern Railway Company	SR	140586	L027
80	The Kansas City Southern Railway Company	SR	140587	L027
81	The Kansas City Southern Railway Company	SR	140588	L027
82	The Kansas City Southern Railway Company	SR	140589	L027
83	The Kansas City Southern Railway Company	SR	140590	L027
84	The Kansas City Southern Railway Company	SR	140591	L027
85	The Kansas City Southern Railway Company	SR	140593	L027
86	The Kansas City Southern Railway Company	SR	140594	L027
87	The Kansas City Southern Railway Company	SR	140595	L027
88	The Kansas City Southern Railway Company	SR	140596	L027
89	The Kansas City Southern Railway Company	SR	140598	L027
90	The Kansas City Southern Railway Company	SR	140599	L027
91	The Kansas City Southern Railway Company	SR	140600	L027
92	The Kansas City Southern Railway Company	SR	140602	L027
93	The Kansas City Southern Railway Company	SR	140603	L027
94	The Kansas City Southern Railway Company	SR	140604	L027
95	The Kansas City Southern Railway Company	SR	140605	L027
96	The Kansas City Southern Railway Company	SR	140606	L027
97	The Kansas City Southern Railway Company	SR	140608	L027
98	The Kansas City Southern Railway Company	SR	140609	L027
99	The Kansas City Southern Railway Company	SR	140610	L027
100	The Kansas City Southern Railway Company	SR	140611	L027

<u>Unit Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>	<u>AAR</u>	<u>AAR Car Code</u>
101	The Kansas City Southern Railway Company	SR	140612	L027
102	The Kansas City Southern Railway Company	SR	140613	L027
103	The Kansas City Southern Railway Company	SR	140614	L027
104	The Kansas City Southern Railway Company	SR	140615	L027
105	The Kansas City Southern Railway Company	SR	140616	L027
106	The Kansas City Southern Railway Company	SR	140617	L027
107	The Kansas City Southern Railway Company	SR	140618	L027
108	The Kansas City Southern Railway Company	SR	140619	L027
109	The Kansas City Southern Railway Company	SR	140620	L027
110	The Kansas City Southern Railway Company	SR	140623	L027
111	The Kansas City Southern Railway Company	SR	140624	L027
112	The Kansas City Southern Railway Company	SR	140625	L027
113	The Kansas City Southern Railway Company	SR	140626	L027
114	The Kansas City Southern Railway Company	SR	140627	L027
115	The Kansas City Southern Railway Company	SR	140628	L027
116	The Kansas City Southern Railway Company	SR	140629	L027
117	The Kansas City Southern Railway Company	SR	140630	L027
118	The Kansas City Southern Railway Company	SR	140631	L027
119	The Kansas City Southern Railway Company	SR	140632	L027
120	The Kansas City Southern Railway Company	SR	140633	L027
121	The Kansas City Southern Railway Company	SR	140634	L027
122	The Kansas City Southern Railway Company	SR	140635	L027
123	The Kansas City Southern Railway Company	SR	140636	L027
124	The Kansas City Southern Railway Company	SR	140637	L027
125	The Kansas City Southern Railway Company	SR	140638	L027

126	The Kansas City Southern Railway Company	SR	140639	L027
127	The Kansas City Southern Railway Company	SR	140640	L027
128	The Kansas City Southern Railway Company	SR	140641	L027
129	The Kansas City Southern Railway Company	SR	140643	L027
130	The Kansas City Southern Railway Company	SR	140645	L027
131	The Kansas City Southern Railway Company	SR	140647	L027
132	The Kansas City Southern Railway Company	SR	140648	L027
133	The Kansas City Southern Railway Company	SR	140649	L027
134	The Kansas City Southern Railway Company	SR	140651	L027
135	The Kansas City Southern Railway Company	SR	140652	L027
136	The Kansas City Southern Railway Company	SR	140653	L027
137	The Kansas City Southern Railway Company	SR	140655	L027
138	The Kansas City Southern Railway Company	SR	140656	L027
139	The Kansas City Southern Railway Company	SR	140657	L027
140	The Kansas City Southern Railway Company	SR	140658	L027
141	The Kansas City Southern Railway Company	SR	140659	L027
142	The Kansas City Southern Railway Company	SR	140661	L027
143	The Kansas City Southern Railway Company	SR	140662	L027
144	The Kansas City Southern Railway Company	SR	140663	L027
145	The Kansas City Southern Railway Company	SR	140664	L027
146	The Kansas City Southern Railway Company	SR	140665	L027
147	The Kansas City Southern Railway Company	SR	140666	L027
148	The Kansas City Southern Railway Company	SR	140667	L027
149	The Kansas City Southern Railway Company	SR	140668	L027
150	The Kansas City Southern Railway Company	SR	140669	L027

AAR

AAR

<u>Unit Count</u>	<u>Lessee</u>	<u>Reporting Mark</u>	<u>Car Code</u>
151	The Kansas City Southern Railway Company	SR 140670	L027
152	The Kansas City Southern Railway Company	SR 140671	L027
153	The Kansas City Southern Railway Company	SR 140672	L027
154	The Kansas City Southern Railway Company	SR 140673	L027
155	The Kansas City Southern Railway Company	SR 140674	L027
156	The Kansas City Southern Railway Company	SR 140675	L027
157	The Kansas City Southern Railway Company	SR 140677	L027
158	The Kansas City Southern Railway Company	SR 140678	L027
159	The Kansas City Southern Railway Company	SR 140679	L027
160	The Kansas City Southern Railway Company	SR 140680	L027
161	The Kansas City Southern Railway Company	SR 140681	L027
162	The Kansas City Southern Railway Company	SR 140682	L027
163	The Kansas City Southern Railway Company	SR 140683	L027
164	The Kansas City Southern Railway Company	SR 140684	L027
165	The Kansas City Southern Railway Company	SR 140686	L027
166	The Kansas City Southern Railway Company	SR 140687	L027
167	The Kansas City Southern Railway Company	SR 140688	L027
168	The Kansas City Southern Railway Company	SR 140689	L027
169	The Kansas City Southern Railway Company	SR 140690	L027
170	The Kansas City Southern Railway Company	SR 140692	L027
171	The Kansas City Southern Railway Company	SR 140693	L027
172	The Kansas City Southern Railway Company	SR 140694	L027
173	The Kansas City Southern Railway Company	SR 140695	L027
174	The Kansas City Southern Railway Company	SR 140696	L027
175	The Kansas City Southern Railway Company	SR 140698	L027

176	The Kansas City Southern Railway Company	SR	140700	L027
177	The Kansas City Southern Railway Company	SR	140701	L027
178	The Kansas City Southern Railway Company	SR	140703	L027
179	The Kansas City Southern Railway Company	SR	140705	L027
180	The Kansas City Southern Railway Company	SR	140706	L027
181	The Kansas City Southern Railway Company	SR	140707	L027
182	The Kansas City Southern Railway Company	SR	140709	L027
183	The Kansas City Southern Railway Company	SR	140710	L027
184	The Kansas City Southern Railway Company	SR	140711	L027
185	The Kansas City Southern Railway Company	SR	140712	L027
186	The Kansas City Southern Railway Company	SR	140713	L027
187	The Kansas City Southern Railway Company	SR	140714	L027
188	The Kansas City Southern Railway Company	SR	140715	L027
189	The Kansas City Southern Railway Company	SR	140716	L027
190	The Kansas City Southern Railway Company	SR	140717	L027
191	The Kansas City Southern Railway Company	SR	140718	L027
192	The Kansas City Southern Railway Company	SR	140720	L027
193	The Kansas City Southern Railway Company	SR	140721	L027
194	The Kansas City Southern Railway Company	SR	140722	L027
195	The Kansas City Southern Railway Company	SR	140723	L027
196	The Kansas City Southern Railway Company	SR	140724	L027
197	The Kansas City Southern Railway Company	SR	140725	L027
198	The Kansas City Southern Railway Company	SR	140727	L027
199	The Kansas City Southern Railway Company	SR	140728	L027
200	The Kansas City Southern Railway Company	SR	140729	L027

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>	<u>AAR Car Code</u>
201	The Kansas City Southern Railway Company	SR 140730	L027
202	The Kansas City Southern Railway Company	SR 140731	L027
203	The Kansas City Southern Railway Company	SR 140732	L027
204	The Kansas City Southern Railway Company	SR 140733	L027
205	The Kansas City Southern Railway Company	SR 140734	L027
206	The Kansas City Southern Railway Company	SR 140735	L027
207	The Kansas City Southern Railway Company	SR 140736	L027
208	The Kansas City Southern Railway Company	SR 140737	L027
209	The Kansas City Southern Railway Company	SR 140738	L027
210	The Kansas City Southern Railway Company	SR 140740	L027
211	The Kansas City Southern Railway Company	SR 140741	L027
212	The Kansas City Southern Railway Company	SR 140742	L027
213	The Kansas City Southern Railway Company	SR 140743	L027
214	The Kansas City Southern Railway Company	SR 140744	L027
215	The Kansas City Southern Railway Company	SR 140746	L027
216	The Kansas City Southern Railway Company	SR 140748	L027
217	The Kansas City Southern Railway Company	SR 140749	L027
218	The Kansas City Southern Railway Company	SR 140750	L027
219	The Kansas City Southern Railway Company	SR 140751	L027
220	The Kansas City Southern Railway Company	SR 140752	L027
221	The Kansas City Southern Railway Company	SR 140753	L027
222	The Kansas City Southern Railway Company	SR 140754	L027
223	The Kansas City Southern Railway Company	SR 140758	L027
224	The Kansas City Southern Railway Company	SR 140759	L027
225	The Kansas City Southern Railway Company	SR 140760	L027

226	The Kansas City Southern Railway Company	SR	140761	L027
227	The Kansas City Southern Railway Company	SR	140762	L027
228	The Kansas City Southern Railway Company	SR	140764	L027
229	The Kansas City Southern Railway Company	SR	140766	L027
230	The Kansas City Southern Railway Company	SR	140767	L027
231	The Kansas City Southern Railway Company	SR	140768	L027
232	The Kansas City Southern Railway Company	SR	140769	L027
233	The Kansas City Southern Railway Company	SR	140770	L027
234	The Kansas City Southern Railway Company	SR	140771	L027
235	The Kansas City Southern Railway Company	SR	140772	L027
236	The Kansas City Southern Railway Company	SR	140773	L027
237	The Kansas City Southern Railway Company	SR	140774	L027
238	The Kansas City Southern Railway Company	SR	140775	L027
239	The Kansas City Southern Railway Company	SR	140776	L027
240	The Kansas City Southern Railway Company	SR	140777	L027
241	The Kansas City Southern Railway Company	SR	140778	L027
242	The Kansas City Southern Railway Company	SR	140779	L027
243	The Kansas City Southern Railway Company	SR	140780	L027
244	The Kansas City Southern Railway Company	SR	140781	L027
245	The Kansas City Southern Railway Company	SR	140782	L027
246	The Kansas City Southern Railway Company	SR	140783	L027
247	The Kansas City Southern Railway Company	SR	140784	L027
248	The Kansas City Southern Railway Company	SR	140785	L027
249	The Kansas City Southern Railway Company	SR	140786	L027
250	The Kansas City Southern Railway Company	SR	140787	L027

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>	<u>AAR Car Code</u>
251	The Kansas City Southern Railway Company	SR 140788	L027
252	The Kansas City Southern Railway Company	SR 140789	L027
253	The Kansas City Southern Railway Company	SR 140790	L027
254	The Kansas City Southern Railway Company	SR 140791	L027
255	The Kansas City Southern Railway Company	SR 140792	L027
256	The Kansas City Southern Railway Company	SR 140793	L027
257	The Kansas City Southern Railway Company	SR 140794	L027
258	The Kansas City Southern Railway Company	SR 140795	L027
259	The Kansas City Southern Railway Company	SR 140796	L027
260	The Kansas City Southern Railway Company	SR 140797	L027
261	The Kansas City Southern Railway Company	SR 140798	L027
262	The Kansas City Southern Railway Company	SR 140799	L027
263	The Kansas City Southern Railway Company	SR 140800	L027
264	The Kansas City Southern Railway Company	SR 140801	L027
265	The Kansas City Southern Railway Company	SR 140802	L027
266	The Kansas City Southern Railway Company	SR 140803	L027
267	The Kansas City Southern Railway Company	SR 140804	L027
268	The Kansas City Southern Railway Company	SR 140805	L027
269	The Kansas City Southern Railway Company	SR 140806	L027
270	The Kansas City Southern Railway Company	SR 140807	L027
271	The Kansas City Southern Railway Company	SR 140808	L027
272	The Kansas City Southern Railway Company	SR 140809	L027
273	The Kansas City Southern Railway Company	SR 140810	L027
274	The Kansas City Southern Railway Company	SR 140811	L027
275	The Kansas City Southern Railway Company	SR 140812	L027

276	The Kansas City Southern Railway Company	SR	140814	L027
277	The Kansas City Southern Railway Company	SR	140815	L027
278	The Kansas City Southern Railway Company	SR	140816	L027
279	The Kansas City Southern Railway Company	SR	140817	L027
280	The Kansas City Southern Railway Company	SR	140818	L027
281	The Kansas City Southern Railway Company	SR	140819	L027
282	The Kansas City Southern Railway Company	SR	140820	L027
283	The Kansas City Southern Railway Company	SR	140821	L027
284	The Kansas City Southern Railway Company	SR	140824	L027
285	The Kansas City Southern Railway Company	SR	140825	L027
286	The Kansas City Southern Railway Company	SR	140826	L027
287	The Kansas City Southern Railway Company	SR	140827	L027
288	The Kansas City Southern Railway Company	SR	140828	L027
289	The Kansas City Southern Railway Company	SR	140829	L027
290	The Kansas City Southern Railway Company	SR	140830	L027
291	The Kansas City Southern Railway Company	SR	140831	L027
292	The Kansas City Southern Railway Company	SR	140832	L027
293	The Kansas City Southern Railway Company	SR	140833	L027
294	The Kansas City Southern Railway Company	SR	140834	L027
295	The Kansas City Southern Railway Company	SR	140835	L027
296	The Kansas City Southern Railway Company	SR	140836	L027
297	The Kansas City Southern Railway Company	SR	140837	L027
298	The Kansas City Southern Railway Company	SR	140838	L027
299	The Kansas City Southern Railway Company	SR	140839	L027
300	The Kansas City Southern Railway Company	SR	140840	L027

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>	<u>AAR Car Code</u>
301	The Kansas City Southern Railway Company	SR 140841	L027
302	The Kansas City Southern Railway Company	SR 140843	L027
303	The Kansas City Southern Railway Company	SR 140844	L027
304	The Kansas City Southern Railway Company	SR 140845	L027
305	The Kansas City Southern Railway Company	SR 140846	L027
306	The Kansas City Southern Railway Company	SR 140847	L027
307	The Kansas City Southern Railway Company	SR 140849	L027
308	The Kansas City Southern Railway Company	SR 140927	L027
309	The Kansas City Southern Railway Company	SR 140928	L027
310	The Kansas City Southern Railway Company	SR 140929	L027
311	The Kansas City Southern Railway Company	SR 140930	L027

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: April 29, 2005



Robert W. Alvord