

RECORDATION NO. 25869-A FILED

SEP 30 '05

12-49 PM

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SURFACE TRANSPORTATION BOARD

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September 30, 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 Lease Agreement, dated as of September 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 which is being filed with the Board under Recordation Number \_\_\_\_\_.

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

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

Assignee: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Suite B  
Maryville, IL 62062

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

60 covered hoppers within the series AEX 006597 – AEX 006690

Mr. Vernon A. Williams  
September 30, 2005  
Page Two

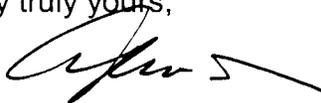
A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25369-A FILED

SEP 30 '05

12-49 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered into as of September 28, 2005, by and between The Andersons, Inc., located at 480 W. Dussel Drive, Maumee, Ohio 43537 ("Assignor") and Midwest Railcar Corporation located at 4949 Autumn Oaks Drive, Suite B, Maryville, Illinois 62062 ("Assignee").

**WHEREAS**, Assignor had assigned to Assignee that railcar lease listed in attached Exhibit A for those units of equipment listed in Exhibit B which lease was recorded with the Surface Transportation Board as set forth in Exhibit A ("Lease");

**WHEREAS**, Assignor and Assignee have entered into a Purchase Agreement wherein Assignor has assigned to Assignee that lease listed in Exhibit A and Assignor has sold to Assignee the equipment listed in Exhibit B;

**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 Lease; 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.

*[Signature Pages to Follow]*

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: *Rasesh H. Shah*  
Rasesh H. Shah  
Title: President, Rail Group

STATE OF OHIO            )  
COUNTY OF LUCAS       ) SS:

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of September, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



*Julie Ann Dibble*  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

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**ASSIGNEE:**

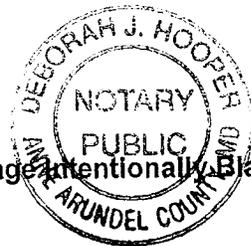
**MIDWEST RAIL CAR CORPORATION**

By: *Richard M. Folio*  
Richard M. Folio  
Title: Executive Vice President

STATE OF Maryland  
City  
COUNTY OF Baltimore ) SS:

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 2005,  
by Richard M. Folio, Executive VP of Midwest Railcar Corporation, an Illinois corporation,  
on behalf of the corporation.

*Deborah J. Hooper*  
Notary Public



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My Commission Expires  
July 01, 2006

**EXHIBIT A**

Full Service Lease Agreement Rider Deal #R00788 dated effective as of July 1, 2005 between The Andersons, Inc. as Lessor, and Transportation Equipment, Inc., as Lessee, (the "Rider") which incorporates the provisions of the Full Service Lease Agreement #200001-TEI dated effective as of February 28, 2000 recorded with the Surface Transportation Board on \_\_\_\_\_, 2005 under Recordation Number \_\_\_\_\_.

**EXHIBIT "B"**  
**Transportation Equipment Inc.**  
**Deal #R00788**

Sixty (60) 5701 cubic feet, 100-ton covered hoppers each with 263,000lbs gross rail load and built originally in 1977 by ACF Industries bearing the following reporting marks and numbers:

1	AEX 006597	31	AEX 006642
2	AEX 006598	32	AEX 006644
3	AEX 006600	33	AEX 006645
4	AEX 006602	34	AEX 006647
5	AEX 006603	35	AEX 006649
6	AEX 006605	36	AEX 006650
7	AEX 006607	37	AEX 006653
8	AEX 006609	38	AEX 006654
9	AEX 006610	39	AEX 006655
10	AEX 006611	40	AEX 006656
11	AEX 006612	41	AEX 006658
12	AEX 006613	42	AEX 006660
13	AEX 006614	43	AEX 006662
14	AEX 006615	44	AEX 006663
15	AEX 006616	45	AEX 006665
16	AEX 006619	46	AEX 006667
17	AEX 006620	47	AEX 006669
18	AEX 006621	48	AEX 006670
19	AEX 006622	49	AEX 006671
20	AEX 006623	50	AEX 006672
21	AEX 006624	51	AEX 006673
22	AEX 006626	52	AEX 006677
23	AEX 006627	53	AEX 006678
24	AEX 006629	54	AEX 006679
25	AEX 006631	55	AEX 006680
26	AEX 006632	56	AEX 006681
27	AEX 006636	57	AEX 006683
28	AEX 006638	58	AEX 006684
29	AEX 006639	59	AEX 006689
30	AEX 006640	60	AEX 006690

**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: September 30, 2005



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