

RECORDATION NO. 25882-A FILED

OCT 04 '05 4-08 PM

SURFACE TRANSPORTATION BOARD

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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 February 14, 2005 secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number \_\_\_\_.

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

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

Lessee: CF Industries Inc.  
One Salem Lake Drive  
Long Grove, IL 60047

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

20 railcars within the series TAEX 200 – TAEX 217 and AEX 20006, 20019

Mr. Vernon A. Williams  
October 4, 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

OCT 04 '05 4:08 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") made entered into effective August 1, 2005, by and between The Andersons, Inc. ("Assignor") and Banc of America Leasing & Capital LLC ("Assignee").

WHEREAS, Assignor and CF Industries, Inc. as Lessee, have heretofore entered into that certain Full Service Lease Agreement, dated as of February 1, 1997 and Rider No. 734, dated effective February 1, 2005 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number \_\_\_\_\_.

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.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

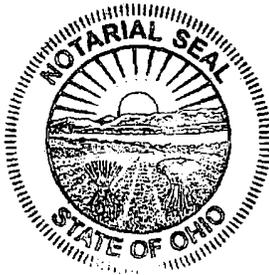
**ASSIGNOR:** The Andersons, Inc.

By: *Richard R. George*  
Richard R. George  
Vice President  
Corporate Controller/CIO

STATE OF OHIO     )  
COUNTY OF LUCAS ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Richard R. George of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors 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 30th day of September, 2005.



*Judy A. Baldwin*  
Notary Public  
My commission expires

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



<b>EXHIBIT "A"</b>	
<b>CF Industries, Inc.</b>	
<b>20 tank cars</b>	
<b>Deal #R00734</b>	
1	TAEX000200
2	TAEX000201
3	TAEX000202
4	AEX 020006
5	TAEX000203
6	TAEX000204
7	TAEX000205
8	TAEX000207
9	TAEX000208
10	TAEX000209
11	TAEX000210
12	TAEX000211
13	TAEX000212
14	TAEX000213
15	TAEX000214
16	TAEX000215
17	TAEX000216
18	TAEX000217
19	TAEX000218
20	AEX 020019

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: 10 / 4 / 05



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