

RECORDATION NO. 25883 FILED

OCT 04 '05 4-11 PM

SURFACE TRANSPORTATION BOARD

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

October 4, 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 Lease (#R00729), dated as of February 14, 2005 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:

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:

10 railcars TAEX 160 – TAEX 169

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 14<sup>th</sup> day of February 2005, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and CF Industries, Inc., a Delaware corporation, having its principal place of business at One Salem Lake Drive, Long Grove, Illinois 60047-8402 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement #199701-CFI dated as of February 1, 1997, (the "Master Lease"), and Deal #R00729 dated as of February 15, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee ten (10) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting April 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

CF INDUSTRIES, INC.

By: F.A. Mugica <sup>PMK</sup> <sub>KZ</sub>

Title: N P Supply

STATE OF Illinois )

COUNTY OF Lake ) SS:

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February, 2005, by F.A. Mugica, the N P Supply of CF Industries, Inc., a Delaware corporation, on behalf of the corporation.

Helen A Conrad

Notary Public

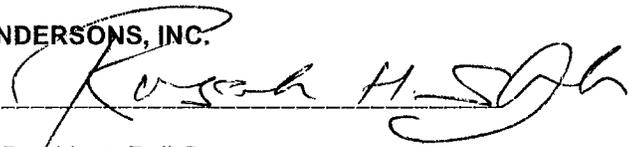


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LESSOR:

THE ANDERSONS, INC.

By:

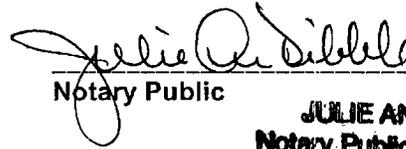


Title: President, Rail Group

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Notary Public

**JULIE ANN DIBBLE**  
Notary Public, State of Ohio  
Commission Expires 8-20-05

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| <b>EXHIBIT "A"</b>         |      |     |
|----------------------------|------|-----|
| <b>CF Industries, Inc.</b> |      |     |
| <b>10 tank cars</b>        |      |     |
| <b>Deal #R00729</b>        |      |     |
| 1                          | TAEX | 160 |
| 2                          | TAEX | 161 |
| 3                          | TAEX | 162 |
| 4                          | TAEX | 163 |
| 5                          | TAEX | 164 |
| 6                          | TAEX | 165 |
| 7                          | TAEX | 166 |
| 8                          | TAEX | 167 |
| 9                          | TAEX | 168 |
| 10                         | TAEX | 169 |

**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

**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: 10/21/05



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Robert W. Alvord