

ALLEGATION NO. 26218-A FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

FEB 24 '06

2-52 PM

SURFACE TRANSPORTATION BOARD

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

20036

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February 24, 2006

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 November 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement 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: LaSalle National Leasing Corporation  
One West Pennsylvania Avenue  
Suite 1000  
Towson Maryland 21204

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

52 railcars within the respective series NAHX 2478 - NAHX 80210, NAHX 150059 - NAHX 150640 and NAHX 475158 - NAHX 510533 as more particularly set forth in the equipment schedule attached to the document, plus TRNX 500517 and USLX 26087.

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

26218-A  
FILED

FEB 24 '06

2-52 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 November 1, 2005, by and between The Andersons, Inc. ("Assignor") and LaSalle National Leasing Corporation, ("Assignee").

WHEREAS, The Andersons, Inc., as Lessor, and PCS Phosphate Company, Incorporated as Lessee, have heretofore entered into that certain Full Service Lease Agreement No. 3380-1 dated August 16, 1988, and Rider Deal No. 25 dated August 1, 2005 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Assignment and Assumption Agreement 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.

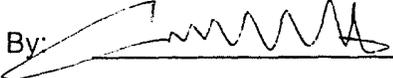
This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

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

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



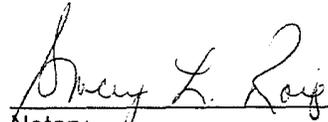
**ASSIGNEE: LaSalle National Leasing Corporation**

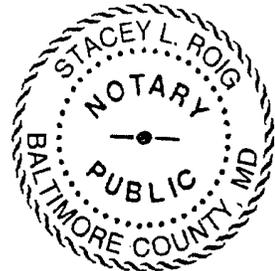
By:   
Name CONSTANCE W. LANCASTER  
SENIOR VICE PRESIDENT  
Title \_\_\_\_\_

STATE OF Maryland )  
COUNTY OF Baltimore ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Constance W. Lancaster, the Sr. Vice President of LaSalle National Leasing Corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation 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 Towson, Maryland this 19<sup>th</sup> day of December, 2005.

  
Notary  
My Commission Expires: August 4, 2009



## Schedule 1

### (List of Equipment)

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>
1	PCS Phosphate Company, Incorporated	NAHX 2478
2	PCS Phosphate Company, Incorporated	NAHX 2480
3	PCS Phosphate Company, Incorporated	NAHX 2488
4	PCS Phosphate Company, Incorporated	NAHX 2509
5	PCS Phosphate Company, Incorporated	NAHX 2527
6	PCS Phosphate Company, Incorporated	USLX 26087
7	PCS Phosphate Company, Incorporated	NAHX 50004
8	PCS Phosphate Company, Incorporated	NAHX 50914
9	PCS Phosphate Company, Incorporated	NAHX 54123
10	PCS Phosphate Company, Incorporated	NAHX 56606
11	PCS Phosphate Company, Incorporated	NAHX 56632
12	PCS Phosphate Company, Incorporated	NAHX 64286
13	PCS Phosphate Company, Incorporated	NAHX 80169
14	PCS Phosphate Company, Incorporated	NAHX 80170
15	PCS Phosphate Company, Incorporated	NAHX 80171
16	PCS Phosphate Company, Incorporated	NAHX 80173
17	PCS Phosphate Company, Incorporated	NAHX 80174
18	PCS Phosphate Company, Incorporated	NAHX 80210
19	PCS Phosphate Company, Incorporated	NAHX 150059
20	PCS Phosphate Company, Incorporated	NAHX 150062
21	PCS Phosphate Company, Incorporated	NAHX 150065
22	PCS Phosphate Company, Incorporated	NAHX 150066
23	PCS Phosphate Company, Incorporated	NAHX 150079
24	PCS Phosphate Company, Incorporated	NAHX 150085
25	PCS Phosphate Company, Incorporated	NAHX 150096
26	PCS Phosphate Company, Incorporated	NAHX 150155
27	PCS Phosphate Company, Incorporated	NAHX 150409
28	PCS Phosphate Company, Incorporated	NAHX 150603
29	PCS Phosphate Company, Incorporated	NAHX 150604
30	PCS Phosphate Company, Incorporated	NAHX 150633
31	PCS Phosphate Company, Incorporated	NAHX 150640
32	PCS Phosphate Company, Incorporated	NAHX 475158
33	PCS Phosphate Company, Incorporated	NAHX 475204
34	PCS Phosphate Company, Incorporated	NAHX 476037
35	PCS Phosphate Company, Incorporated	NAHX 476504
36	PCS Phosphate Company, Incorporated	NAHX 477723
37	PCS Phosphate Company, Incorporated	NAHX 479105
38	PCS Phosphate Company, Incorporated	NAHX 479393
39	PCS Phosphate Company, Incorporated	NAHX 479696
40	PCS Phosphate Company, Incorporated	NAHX 483515
41	PCS Phosphate Company, Incorporated	NAHX 485106
42	PCS Phosphate Company, Incorporated	NAHX 488418
43	PCS Phosphate Company, Incorporated	NAHX 488438
44	PCS Phosphate Company, Incorporated	NAHX 488454

45	PCS Phosphate Company, Incorporated	TRNX	500517
46	PCS Phosphate Company, Incorporated	NAHX	510102
47	PCS Phosphate Company, Incorporated	NAHX	510167
48	PCS Phosphate Company, Incorporated	NAHX	510204
49	PCS Phosphate Company, Incorporated	NAHX	510221
50	PCS Phosphate Company, Incorporated	NAHX	510335
51	PCS Phosphate Company, Incorporated	NAHX	510442
52	PCS Phosphate Company, Incorporated	NAHX	510533

**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: February 7<sup>th</sup> 2006



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