

RECORDATION NO. 24460 -  FILED

MAR 31 '06 10-57 AM

SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL
URBAN A. LESTER

March 30, 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 Lease Assignment, dated as of January 18 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the lease and assignments previously filed with the Board under Recordation Number 24460.

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

Assignor: Ameritech Credit Corporation
(d/b/a SBC Capital Services)
2000 W. Ameritech Center Drive
Hoffman Estates, IL 60196

Assignee: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

23 locomotives: 16 within the series RMPX 6412 – RMPX 9661;
2 RMPX 0001 and 00002
5 within the series RMPX 2482 – RMPX 2687

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

Memorandum of Lease Assignment.

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/sem
Enclosures

MAR 31 '06

10-57 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE ASSIGNMENT (the "Assignment") is made and entered into as of January 18, 2006, by and between Ameritech Credit Corporation d/b/a SBC Capital Services, ("Assignor") and The Andersons, Inc. ("Assignee").

Railcar, Ltd., as lessor, RailTex, Inc., as lessee and RailAmerica, Inc., as Guarantor entered into that certain Master Lease Agreement dated as of December 28, 2000, and related Schedule No. 2 and Schedule No. 3, both dated September 19, 2001, executed pursuant thereto (together the "Lease") pertaining to the locomotives described therein (the "Equipment") and in Exhibit A attached hereto.

Railcar, Ltd., has assigned to The Andersons, Inc., all right, title and interest in and to the Equipment and Lease, pursuant to Assignment which has been recorded with the Surface Transportation Board and assigned recordation number 24460-A.

The Andersons, Inc., has assigned to Maxus Leasing Group, Inc., all right, title and interest in and to the Equipment and Lease, pursuant to Assignment which has been recorded with the Surface Transportation Board and assigned recordation number 24460-B.

Maxus Leasing Group, Inc., has assigned to Ameritech Credit corporation, d/b/a SBC Capital Services all right, title and interest in and to the Equipment and Lease, pursuant to Assignment which has been recorded with the Surface Transportation Board and assigned recordation number 24460-C.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Equipment and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease Assignment.

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 the Management Agreement; 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 hereto have executed or caused this Memorandum of Lease Assignment to be executed as of the date first above written.

ASSIGNOR:

AMERITECH CREDIT CORPORATION
d/b/a SBC Capital Services

By: *Jeff R. Mason*

Printed Name: Jeffrey R. Mason

Title: Vice President & CFO

STATE OF ILLINOIS)

COUNTY OF COOK) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Jeffrey R. Mason, the Vice President and CFO of Ameritech Credit Corporation, a Delaware corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said 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 Hoffman Estates, Illinois this 18th day of January, 2006.

Kim Levenburg
Notary Public
My commission expires: 5-14-08



IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Assignment to be executed as of the date first above written.

ASSIGNEE:

THE ANDERSONS, INC.

By: Nicholas C. Conrad

Printed Name: Nicholas C. Conrad

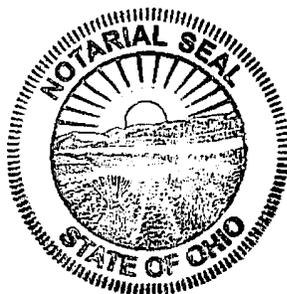
Title: Assistant Treasurer

STATE OF OHIO)

COUNTY OF Lucas) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Assistant Treasurer of The Andersons, Inc., a(n) Ohio 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 Maumee (Ohio), this 29th day of ~~January~~^{March}, 2006.



Judy A. Baldwin
Notary Public

My commission expires: 02/01/2010

JUDY A. BALDWIN

Notary Public, State of Ohio

Commission Expires 02/01/2010

EXHIBIT A
DESCRIPTION OF LOCOMOTIVES
Schedule No. 2 to Master Lease Agreement dated December 28, 2000

Description & Quantity of Locomotives: Sixteen (16) used EMD GP40-2 and Two (2) used EMD GP38-2

Lease Term and Rate Options:

Monthly rate of \$76,041.67 for all eighteen (18) units. Payments shall be made in advance on the first day of each month electronically by wire transfer to:

The Andersons F.B.O. Ameritech Credit Corporation
Account # 804-74213
ABA 042000314
Fifth Third Bank
606 Madison Avenue
Toledo, OH 43604
Attn: Michelle Carpenter 419-259-0236

Locomotive Marks and Numbers:

Sixteen used EMD GP40-2:

RMPX 6412
RMPX 6415
RMPX 6424
RMPX 9420
RMPX 9426
RMPX 9431
RMPX 9441
RMPX 9443
RMPX 9457
RMPX 9464
RMPX 9490
RMPX 9514
RMPX 9520
RMPX 9610
RMPX 9645
RMPX 9661

Two used EMD GP38-2:

RMPX 000001
RMPX 000002

EXHIBIT A

DESCRIPTION OF LOCOMOTIVES

Schedule No. 3 to Master Lease Agreement dated December 28, 2000

Description & Quantity of Locomotives: Five (5) used EMD SW 1500 locomotives

Lease Term and Rate Options:

Monthly rate of \$13,687.50 for all five (5) units.

Payments shall be made in advance on the first day of each month electronically by wire transfer to:

The Andersons F.B.O. Amcritch Credit Corporation
Account # 804-74213
ABA 042000314
Fifth Third Bank
606 Madison Avenue
Toledo, OH 43604
Attn: Michelle Carpenter 419-259-6236

Locomotive Marks and Numbers:

RMPX 2482
RMPX 2525
RMPX 2602
RMPX 2680
RMPX 2687

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:

3/30/06



Robert W. Alvord