

RECORDATION NO. 27051-A FILED

JUN 29 07 -4 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

June 29, 2007

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 June 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease being filed with the Board under Recordation Number 27051.

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

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

Assignee: Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, NY 08830

Mr. Vernon A. Williams
June 29, 2007
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A description of the railroad equipment covered by the enclosed document is:

63 railcars within the series DOWX 6774 – DOWX 6848 as more particularly set forth in the attachment to the document.

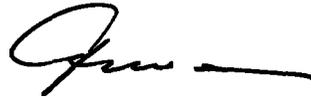
A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27051 FILED ^A

JUN 28 '07 -4 00 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 June 28, 2007, by and between The Andersons, Inc. ("Assignor") and Siemens Financial Services, Inc. ("Assignee").

WHEREAS, The Andersons, Inc., as successor Lessor to Citicorp Leasing, Inc. and The Dow Chemical Co. as Lessee, have heretofore entered into that certain Lease of Railroad Equipment, dated as of April 15, 1980, and Lease Extension Agreement to the Lease dated as of October 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 27051.

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]

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas C. Conrad
Nicholas C. Conrad
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, Assistant Treasurer 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.

29th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of June, 2007.

July A. Baldwin
Notary Public
My commission expires

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Robert Krupp

Name: Robert Krupp

Title: Senior Vice President

STATE OF NEW JERSEY)
) ss:
COUNTY OF MIDDLESEX)

Before me, a Notary Public, in and for said county and state, personally appeared Robert Krupp, the Senior Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he/she 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 this 29th day of June, 2007.

Antoinette Puccia

Notary Public

My Commission Expires:

ANTOINETTE PUCCIA

Notary Public, State of New Jersey

My Commission Expires November 15, 2011

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Carol Walters

Name: CAROL WALTERS
VICE PRESIDENT-DOCUMENTATION

Title: _____

STATE OF NEW JERSEY)
) ss:
COUNTY OF MIDDLESEX)

Before me, a Notary Public, in and for said county and state, personally appeared Carol Walters, the vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he/she 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 this 29th day of June, 2007.

Antoinette Puccia

Notary Public

My Commission Expires: _____

ANTOINETTE PUCCIA

Notary Public, State of New Jersey

My Commission Expires November 15, 2011

Equipment

Sixty three (63) 26 M GL Tank Cars, marked as follows:

DOWX006774	DOWX006798	DOWX006811	DOWX006824	DOWX006837
DOWX006785	DOWX006799	DOWX006812	DOWX006825	DOWX006838
DOWX006786	DOWX006800	DOWX006813	DOWX006826	DOWX006839
DOWX006787	DOWX006801	DOWX006814	DOWX006827	DOWX006840
DOWX006788	DOWX006802	DOWX006815	DOWX006828	DOWX006841
DOWX006789		DOWX006816	DOWX006829	DOWX006842
DOWX006790	DOWX006804	DOWX006817	DOWX006830	DOWX006843
DOWX006792	DOWX006805	DOWX006818	DOWX006831	DOWX006844
DOWX006793	DOWX006806	DOWX006819	DOWX006832	DOWX006845
DOWX006794	DOWX006807	DOWX006820	DOWX006833	DOWX006846
DOWX006795	DOWX006808	DOWX006821	DOWX006834	DOWX006847
DOWX006796	DOWX006809	DOWX006822	DOWX006835	DOWX006848
DOWX006797	DOWX006810	DOWX006823	DOWX006836	

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: 6/29/07



Robert W. Alvord