

RECORDATION NO. 12687-K  
FILED

JUN 30 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

June 30, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 27, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 12687.

The name and address of the party to the enclosed document are:

Assignor:	The Andersons, Inc. 480 West Dussel Drive Maumee, OH 43537
Assignee:	Siemens Financial Services, Inc. 170 Wood Avenue South Iselin, NJ 08830

Anne K. Quinlan, Esquire  
June 30, 2008  
Page 4

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

39 locomotives: BNSF 2700 - BNSF 2739 (excluding BNSF 2729).

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

Partial Release.

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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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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 27, 2008, by and between The Andersons, Inc. ("Assignor") and Siemens Financial Services, Inc. ("Assignee").

WHEREAS, The Andersons, Inc., as successor Lessor to General Electric Capital Corporation and BNSF Railway Company, (f/k/a The Burlington Northern and Santa Fe Railway Company, as successor to Burlington Northern Railroad Company), as Lessee, have heretofore entered into that certain Amended and Restated Lease of Railroad Equipment, dated as of January 3, 2000, and First Extension of Amended and Restated Lease of Railroad Equipment, dated as of October 25, 2006, (collectively, the "Lease") pertaining to the locomotives 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 12687-J and was filed with the Registrar of Canada on \_\_\_\_\_, 2008.

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.

27<sup>th</sup> In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of June, 2008.



Judy A. Baldwin  
Notary Public  
My commission expires 02/01/2010  
JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: David Karles

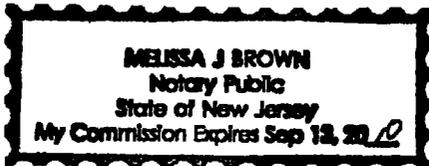
Name: David Karles  
Senior Vice President

Title: and  
Chief Risk Officer

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

Before me, a Notary Public, in and for said county and state, personally appeared David Karles, the SVP 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 27<sup>th</sup> day of June, 2008.



Melissa J. Brown  
Notary Public  
My Commission Expires: 9/13/2010

ASSIGNEE: SIEMENS FINANCIAL SERVICES INC.

By: Carol Walters

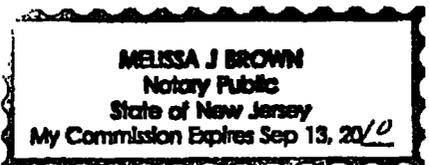
Name: CAROL WALTERS

Title: VP

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 VP 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 27<sup>th</sup> day of June, 2008.



Melissa J. Brown  
Notary Public  
My Commission Expires: 9/13/2010

## Equipment

### GP39-2 Diesel-Electric Locomotives

<u>No.</u>	<u>Marks</u>	<u>Unit Numbers</u>
1	BNSF	2700
2	BNSF	2701
3	BNSF	2702
4	BNSF	2703
5	BNSF	2704
6	BNSF	2705
7	BNSF	2706
8	BNSF	2707
9	BNSF	2708
10	BNSF	2709
11	BNSF	2710
12	BNSF	2711
13	BNSF	2712
14	BNSF	2713
15	BNSF	2714
16	BNSF	2715
17	BNSF	2716
18	BNSF	2717
19	BNSF	2718
20	BNSF	2719
21	BNSF	2720
22	BNSF	2721
23	BNSF	2722
24	BNSF	2723
25	BNSF	2724
26	BNSF	2725
27	BNSF	2726
28	BNSF	2727
29	BNSF	2728
30	BNSF	2730
31	BNSF	2731
32	BNSF	2732
33	BNSF	2733
34	BNSF	2734
35	BNSF	2735
36	BNSF	2736
37	BNSF	2737
38	BNSF	2738
39	BNSF	2739

**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: 6/30/08



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