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RECORDATION NO. 23539-A FILED

June 29, 2001

JUN 29 '01 3-55 PM

SURFACE TRANSPORTATION BOARD

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, Management, and Escrow Agreement dated June 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being/was previously filed with the Commission/Board under Recordation Number 23539.

The name/s and address/es of the party/parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Investors Building, Suite 300
Minneapolis, Minnesota 55479-2048

Mr. Vernon A. Williams
June 29, 2001
Page 2

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

Twenty-four (24) railcars : AEX 7743 - AEX 7747 and AEX 7773 - AEX 7791 both inclusive.

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

Memorandum of Lease Assignment, Management, and Escrow Agreement dated June 28, 2001, between The Andersons, Inc., Assignor, and Wells Fargo Equipment Finance, Inc., Assignee.

Also enclosed is a check in the amount of \$28.00 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

**MEMORANDUM OF LEASE ASSIGNMENT,
MANAGEMENT AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement made and entered into on June 28, 2001, by and between Wells Fargo Equipment Finance, Inc. ("Assignee") and The Andersons, Inc. ("Assignor").

WITNESSETH

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), dated June 28, 2001 whereby the Assignor has agreed to assign certain of Assignor's rights, title and interest in, to and under The Andersons Lease and Service Rail Car Lease Agreement No. 199301-WEL dated July 7, 1993 and Riders 199301-WELR7, WELR8 and WELR9 dated July 7, 1993, between Assignor, as Lessor, and Wellman, Inc., as Lessee, and Assignee desires to assume certain of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms set forth in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

ASSIGNOR:

ASSIGNEE:

THE ANDERSONS, INC.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Gary L. Smith

By: [Signature]

Name: Gary L. Smith

Name: J. M. [Signature]

Title: Vice President, Finance & Treasurer

Title: Contract Analyst

RECORDATION NO. 23539-A **REB**

JUN 29 '01 3-55 PM

SURFACE TRANSPORTATION BOARD

STATE OF OHIO)

COUNTY OF LUCAS) ss:

On this ²⁶ day of June, 2001, before me personally appeared Gary L. Smith, to me personally known, who being duly sworn, says that he is the Vice President, Finance and Treasurer of The Andersons, Inc, and that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Elizabeth J. Hall
Notary Public
My Commission Expires
ELIZABETH J. HALL
Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration Date
Section 147.03 O.R.C.

STATE OF Minnesota)

COUNTY OF Hennepin) ss:

On this 28th day of June, 2001, before me personally appeared Maureen Pincus, to me personally known, who being duly sworn, says that he/she is the Contract Analyst of Wells Fargo Equipment Finance, Inc. that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Connie M. Longtine
Notary Public
My Commission Expires: January 31, 2005



EXHIBIT A
WELLMAN, INC.
RIDER # 199301-WELR9
Twenty-Four (24) ACF Built 5250 Coverd Hoppers
Equipped with 5135 ACF Gates

CAR NUMBER	
1	AEX 7743
2	AEX 7744
3	AEX 7745
4	AEX 7746
5	AEX 7747
6	AEX 7773
7	AEX 7774
8	AEX 7775
9	AEX 7776
10	AEX 7777
11	AEX 7778
12	AEX 7779
13	AEX 7780
14	AEX 7781
15	AEX 7782
16	AEX 7783
17	AEX 7784
18	AEX 7785
19	AEX 7786
20	AEX 7787
21	AEX 7788
22	AEX 7789
23	AEX 7790
24	AEX 7791