

RECORDATION NO. 23539-B FILED

ALVORD AND ALVORD
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JUL - 9 '01 11-11 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

July 6, 2001

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 was previously filed with the Board under Recordation Number 23539.

The names and addresses of the 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
July 6, 2001
Page Two

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

Schedule 7: 36 railcars AEX 7700 - AEX 7735

Schedule 8: 32 railcars within the series AEX 7736 - AEX 7772

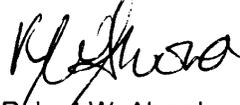
A short summary of the document to appear in the index is:

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
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:

THE ANDERSONS, INC.

By: Gary L. Smith

Name: Gary L. Smith

Title: Vice President, Finance & Treasurer

ASSIGNEE:

WELLS FARGO EQUIPMENT FINANCE, INC.

By: Jacqueline L. Overman

Name: Jacqueline L. Overman

Title: Contract Analyst

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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 G.R.C.

STATE OF Minnesota)

COUNTY OF Hennepin) ss:

On this 28th day of June, 2001, before me personally appeared Wayne Thomas, 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-WELR7
Thirty-Six (36) ACF Built 5250 Coverd Hoppers
Equipped with 5135 ACF Gates

CAR NUMBER	
1	AEX 7700
2	AEX 7701
3	AEX 7702
4	AEX 7703
5	AEX 7704
6	AEX 7705
7	AEX 7706
8	AEX 7707
9	AEX 7708
10	AEX 7709
11	AEX 7710
12	AEX 7711
13	AEX 7712
14	AEX 7713
15	AEX 7714
16	AEX 7715
17	AEX 7716
18	AEX 7717
19	AEX 7718
20	AEX 7719
21	AEX 7720
22	AEX 7721
23	AEX 7722
24	AEX 7723
25	AEX 7724
26	AEX 7725
27	AEX 7726
28	AEX 7727
29	AEX 7728
30	AEX 7729
31	AEX 7730
32	AEX 7731
33	AEX 7732
34	AEX 7733
35	AEX 7734
36	AEX 7735

EXHIBIT A
WELLMAN, INC.
RIDER # 199301-WELR8
Thirty-Two (32) ACF Built 5250 Coverd Hoppers
Equipped with 5135 ACF Gates

CAR NUMBER	
1	AEX 7736
2	AEX 7737
3	AEX 7738
4	AEX 7739
5	AEX 7740
6	AEX 7741
7	AEX 7742
8	AEX 7748
9	AEX 7749
10	AEX 7750
11	AEX 7751
12	AEX 7752
13	AEX 7753
14	AEX 7754
15	AEX 7755
16	AEX 7756
17	AEX 7757
18	AEX 7758
19	AEX 7759
20	AEX 7760
21	AEX 7761
22	AEX 7762
23	AEX 7763
24	AEX 7764
25	AEX 7765
26	AEX 7766
27	AEX 7767
28	AEX 7768
29	AEX 7769
30	AEX 7770
31	AEX 7771
32	AEX 7772

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: 7/6/01



Robert W. Alvord