

RECORDATION NO. 23802-A FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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DEC 31 '01

1-45 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 31, 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 Assignment of Lease Agreement, dated as of August 22, 2001, a primary 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 filed with the Board under Recordation Number \_\_\_\_\_.

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.  
Investors Building #300  
733 Marquette Avenue  
Minneapolis Minnesota 55402

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

Fifty (50) railcars within the series AEX 000015 - AEX 001450 not inclusive as set forth on Schedule A to the Memorandum of Assignment of Lease Agreement.

Mr. Vernon A. Williams  
December 31, 2001  
Page 2

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 \$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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (the "Assignment") is made effective and entered into as of 31<sup>st</sup> day of December, 2001, by and between The Andersons, Inc., ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee"); and

Assignor, The Andersons, Inc., as Lessor and Oglebay Norton Industrial Sands, Inc. as Lessee have heretofore entered into that certain Full Service Lease Agreement Lease #200101-ONI entered into as of May 1, 2001 and Rider #200101-ONIR3 dated as of May 1, 2001 (the "Lease") pertaining to the railcars described therein (the "Railcars"). The Memorandum of Lease Agreement with respect to the Lease was filed on December 31, 2001 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. §11301.

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

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

ASSIGNEE:

**WELLS FARGO EQUIPMENT FINANCE, INC.**

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF MINNESOTA     )

COUNTY OF \_\_\_\_\_ ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of Wells Fargo Equipment Finance, Inc., 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 Minneapolis, Minnesota this \_\_\_\_\_ day of \_\_\_\_\_, 2001.

\_\_\_\_\_  
Notary Public  
My commission expires:

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

ASSIGNEE:

WELLS FARGO EQUIPMENT FINANCE, INC.

By: *jacqueline s barragan*

Printed Name: Jacqueline S Barragan

Title: APP/ Contract Analyst

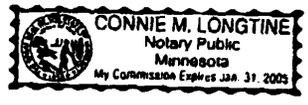
STATE OF MINNESOTA )

COUNTY OF Hennepin ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Jacqueline S Barragan, the APP/Contract Analyst of Wells Fargo Equipment Finance, Inc., 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 Minneapolis, Minnesota this 27<sup>th</sup> day of December, 2001.

*Connie M. Longtine*  
Notary Public  
My commission expires: January 31, 2005



ASSIGNOR:

**THE ANDERSONS, INC.**

By: Gary L. Smith

Printed Name: Gary L. Smith

Title: Vice President, Finance and Treasurer

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Gary L. Smith, the Vice President, Finance and Treasurer of The Andersons, Inc., an 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 27<sup>th</sup> day of December, 2001.



Julie Ann Dibble

Notary Public

My commission expires:

JULIE ANN DIBBLE

Notary Public, State of Ohio

Commission Expires 8-20-05

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

ASSIGNEE:

WELLS FARGO EQUIPMENT FINANCE, INC.

By: *Jacqueline L Barragan*

Printed Name: Jacqueline L Barragan

Title: APP Contract Analyst

STATE OF MINNESOTA )

COUNTY OF Hennepin ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Jacqueline L Barragan, the APP Contract Analyst of Wells Fargo Equipment Finance, Inc., 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 Minneapolis, Minnesota this 27<sup>th</sup> day of December, 2001.

*Connie M. Longtine*  
Notary Public  
My commission expires: January 31, 2005



**SCHEDULE 1**  
**Oglebay Norton Industrial Sands, Inc.**  
**200101-ONIR3**

**Car Numbers:**

1	AEX 000015	26	AEX 000210
2	AEX 000017	27	AEX 000216
3	AEX 000021	28	AEX 000219
4	AEX 000091	29	AEX 000220
5	AEX 000147	30	AEX 001430
6	AEX 000150	31	AEX 001431
7	AEX 000152	32	AEX 001432
8	AEX 000173	33	AEX 001433
9	AEX 000174	34	AEX 001434
10	AEX 000175	35	AEX 001435
11	AEX 000177	36	AEX 001436
12	AEX 000185	37	AEX 001437
13	AEX 000189	38	AEX 001438
14	AEX 000190	39	AEX 001439
15	AEX 000193	40	AEX 001440
16	AEX 000195	41	AEX 001441
17	AEX 000196	42	AEX 001442
18	AEX 000197	43	AEX 001443
19	AEX 000198	44	AEX 001444
20	AEX 000200	45	AEX 001445
21	AEX 000201	46	AEX 001446
22	AEX 000203	47	AEX 001447
23	AEX 000205	48	AEX 001448
24	AEX 000207	49	AEX 001449
25	AEX 000209	50	AEX 001450

**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: \_\_\_\_\_

12/31/01



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