

**OSTER
Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

December 7, 2002

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 24234 FILED

DEC 09 02

10-25 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Rail Car Lease Agreement dated 11/9/01 involving the following parties and railroad equipment:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue South
Minneapolis, MN 55402

Lessee: The Andersons, Inc.
408 West Dussel Drive
Maumee, Ohio 43537

Equipment: 40, 60' 100-ton Boxcars
MRS 3000-3039

Please record this agreement as a primary document. The filing fee of \$30 is enclosed. Thank you for your assistance.

Summary: Memorandum of Rail Car Lease Agreement dated 11/9/01 between Wells Fargo Equipment Finance, Inc. as Lessor and The Andersons, Inc. as Lessee involving 40 Boxcars marked MRS 3000-3039.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

**WELLS
FARGO**

Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

**Memorandum of Rail Car
Lease Agreement**

RECORDATION NO. 24234 FILED

DEC 09 '02 10-25 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of **November 9, 2001** by and between **Wells Fargo Equipment Finance, Inc.**, a Minnesota corporation ("Lessor") and **The Andersons, Inc.**, a(n) Ohio corporation ("Lessee"), with reference to the following:

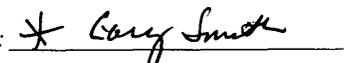
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement No(s). 90322-100 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor **forty (40) Insulated Rail Boxcars, Plate C, 60 foot, 100 ton** railcars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

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

LESSOR: Wells Fargo Equipment Finance, Inc.

LESSEE: **The Andersons, Inc.**

By: 
Name: Debra J. Lundin
Title: AVP

By: 
Name: * GARY SMITH
Its: * V.P. Fin. & TRSA



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402

Schedule A

Supplement to Railcar Lease No. 90322-100 dated November 9, 2001 to
Railcar Master Lease Agreement No. 90322 dated November 9, 2001

Forty (40) Used Insulated Rail Boxcars, Plate C. 60 foot, 100-ton railcars bearing the following marks:

Current Mark	Current Unit No.	Car Type	Year Rebuilt	Year Manufactured
MRS	003000	R610	1992	1969
MRS	003001	R610	1992	1969
MRS	003002	R610	1992	1970
MRS	003003	R610	1992	1970
MRS	003004	R610	1992	1970
MRS	003005	R610	1992	1970
MRS	003006	R610	1992	1969
MRS	003007	R610	1992	1969
MRS	003008	R610	1992	1969
MRS	003009	R610	1992	1969
MRS	003010	R610	1992	1969
MRS	003011	R610	1992	1970
MRS	003012	R610	1992	1969
MRS	003013	R610	1992	1969
MRS	003014	R610	1992	1969
MRS	003015	R610	1992	1969
MRS	003016	R610	1992	1969
MRS	003017	R610	1992	1969
MRS	003018	R610	1992	1970
MRS	003019	R610	1992	1970
MRS	003020	R610	1992	1970
MRS	003021	R610	1992	1970
MRS	003022	R610	1991	1969
MRS	003023	R610	1992	1970
MRS	003024	R610	1992	1967
MRS	003025	R610	1992	1970
MRS	003026	R610	1992	1969
MRS	003027	R610	1992	1969
MRS	003028	R610	1992	1970
MRS	003029	R610	1992	1970
MRS	003030	R610	1992	1970
MRS	003031	R610	1992	1970
MRS	003032	R610	1991	1969
MRS	003033	R610	1991	1969
MRS	003034	R610	1992	1969
MRS	003035	R610	1992	1969
MRS	003036	R610	1992	1970
MRS	003037	R610	1991	1969
MRS	003038	R610	1991	1969
MRS	003039	R610	1992	1969

The Andersons, Inc.

By: * Cary Smith

Title: * V. P. Fin. & TRCA

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 25 day of November, 2002 before me personally appeared,
Debra Lundin to me personally known, who being by me duly sworn,
says that s/he is the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

[Signature]
Notary Public

My commission expires: January 31, 2005



STATE OF Ohio
COUNTY OF Lucas

On this 17th day of May, 2002 before me personally appeared,
Gary Smith to me personally known, who being by me duly sworn, says
that s/he is the V.P., Finance of The Andersons, Inc., a(n) Ohio
corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged
that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



[Signature]
Notary Public

JULIE ANN DIBBLE

My commission expires:

Notary Public, State of Ohio
Commission Expires 8-20-05