

RECORDATION NO. 24512-A FILED

JUL 01 03 1-53 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

June 30, 2003

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 June 30, 2003, 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 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 45357

Assignee: Fleet Capital Corporation
One Financial Plaza
Mail Stop RIDE 03710
Providence, Rhode Island 02903

Mr. Vernon A. Williams
June 30, 2003
Page 2

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

149 cars within the series GGCX 005800 - GGCX 005949 (excepting
GGCX 005886).

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 \$30.00 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

REGISTRATION NO. 24512-A FILED

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~~SURFACE TRANSPORTATION BOARD~~

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of June 30, 2003, by and between The Andersons, Inc., 480 W. Dussel Drive, Maumee, Ohio 43537 ("Assignor") and Fleet Capital Corporation, One Financial Plaza, Mail Stop RIDE 03710C Providence, Rhode Island 02903 ("Assignee").

WHEREAS, Assignor as Lessor and Georgia Gulf Corporation as Lessee have heretofore entered into that certain Equipment Schedule No. 200301-GGCR1 as amended by Amendment to Equipment Schedule both dated as of March 31, 2003 (the "Schedule") to that certain Master Equipment Lease Agreement dated July 30, 1987 (the "Master Lease") relating to the railcars described therein ("Equipment") with the Master Lease and the Schedule collectively referred to as "Lease". The Lease began March 31, 2003 and terminates March 31, 2013. 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 _____.

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: Gary Smith
Gary 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 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 26 day of June, 2003.

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.

ASSIGNEE: FLEET CAPITAL CORPORATION

By: *[Signature]*

Print Name: _____

Title: CHERYL A. VALCOURT
Vice President

STATE OF Rhode Island)
COUNTY OF Providence) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Cheryl A. Valcourt the Vice President of Fleet Capital 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 at _____ this _____ day of _____, 2003.

[Signature]
Notary Public
My Commission Expires: 10/11/05



EXHIBIT A
Schedule 200301-GGCR1
100 Ton ACF Covered Hoppers, 5711 CF

CAR NUMBERS				
1	GGCX005800	51	GGCX005850	
2	GGCX005801	52	GGCX005851	
3	GGCX005802	53	GGCX005852	
4	GGCX005803	54	GGCX005853	
5	GGCX005804	55	GGCX005854	
6	GGCX005805	56	GGCX005855	
7	GGCX005806	57	GGCX005856	
8	GGCX005807	58	GGCX005857	
9	GGCX005808	59	GGCX005858	
10	GGCX005809	60	GGCX005859	
11	GGCX005810	61	GGCX005860	
12	GGCX005811	62	GGCX005861	
13	GGCX005812	63	GGCX005862	
14	GGCX005813	64	GGCX005863	
15	GGCX005814	65	GGCX005864	
16	GGCX005815	66	GGCX005865	
17	GGCX005816	67	GGCX005866	
18	GGCX005817	68	GGCX005867	
19	GGCX005818	69	GGCX005868	
20	GGCX005819	70	GGCX005869	
21	GGCX005820	71	GGCX005870	
22	GGCX005821	72	GGCX005871	
23	GGCX005822	73	GGCX005872	
24	GGCX005823	74	GGCX005873	
25	GGCX005824	75	GGCX005874	
26	GGCX005825	76	GGCX005875	
27	GGCX005826	77	GGCX005876	
28	GGCX005827	78	GGCX005877	
29	GGCX005828	79	GGCX005878	
30	GGCX005829	80	GGCX005879	
31	GGCX005830	81	GGCX005880	
32	GGCX005831	82	GGCX005881	
33	GGCX005832	83	GGCX005882	
34	GGCX005833	84	GGCX005883	
35	GGCX005834	85	GGCX005884	
36	GGCX005835	86	GGCX005885	
37	GGCX005836	87	GGCX005887	
38	GGCX005837	88	GGCX005888	
39	GGCX005838	89	GGCX005889	
40	GGCX005839	90	GGCX005890	
41	GGCX005840	91	GGCX005891	
42	GGCX005841	92	GGCX005892	
43	GGCX005842	93	GGCX005893	
44	GGCX005843	94	GGCX005894	
45	GGCX005844	95	GGCX005895	
46	GGCX005845	96	GGCX005896	
47	GGCX005846	97	GGCX005897	
48	GGCX005847	98	GGCX005898	
49	GGCX005848	99	GGCX005899	
50	GGCX005849	100	GGCX005900	
			101	GGCX005901
			102	GGCX005902
			103	GGCX005903
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			145	GGCX005945
			146	GGCX005946
			147	GGCX005947
			148	GGCX005948
			149	GGCX005949

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: 6/30/03



Robert W. Alvord