

RECORDATION NO. 23539-F FILED

DEC 29 '03 2-15 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

December 29, 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 December 29, 2002, 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-E.

The names and addresses of the parties to the enclosed document are:

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

Assignee: Maxus Leasing Group  
3100 Bainbridge Road  
Cleveland, Ohio 44139

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

60 covered hopper cars within the series AEX 6377 – AEX 8791 and AEX 26407 - AEX 28263 as more particularly set forth in the equipment schedule attached to the document.

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

DEC 29 '03 2-15 PM

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**  
SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of December 29, 2003, by and between The Andersons, Inc. ("Assignor") and Maxus Leasing Group, Inc. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Wellman, Inc., as Lessee, have heretofore entered into that certain Master Lease Agreement dated as of July 7, 1993, and the Rider #199301-WEL10 dated as September 1, 2002 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). 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 23539-5

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.

ASSIGNOR: THE ANDERSONS, INC.

By: Nicholas C. Conrad  
Nicholas C. Conrad  
Title: Assistant Treasurer

STATE OF OHIO )  
COUNTY OF LUCAS ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Assistant 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 16<sup>th</sup> day of December, 2003.



Julie Ann Dibble  
Notary Public JULIE ANN DIBBLE  
My Commission Expires: Notary Public, State of Ohio  
Commission Expires 8-20-05



**EXHIBIT A**  
**WELLMAN, INC.**  
**RIDER # 199301-WEL10**  
**60 5250 Covered Hoppers**

Car Numbers			
1	AEX	6377	31 AEX 8228
2	AEX	6381	32 AEX 8231
3	AEX	6391	33 AEX 8236
4	AEX	6393	34 AEX 8247
5	AEX	6396	35 AEX 8248
6	AEX	6397	36 AEX 8251
7	AEX	6398	37 AEX 8259
8	AEX	7440	38 AEX 8278
9	AEX	7441	39 AEX 8283
10	AEX	7442	40 AEX 8291
11	AEX	7443	41 AEX 26407
12	AEX	7445	42 AEX 28200
13	AEX	7447	43 AEX 28201
14	AEX	7448	44 AEX 28203
15	AEX	7450	45 AEX 28206
16	AEX	7454	46 AEX 28210
17	AEX	7455	47 AEX 28211
18	AEX	7456	48 AEX 28214
19	AEX	7460	49 AEX 28216
20	AEX	7461	50 AEX 28217
21	AEX	7462	51 AEX 28219
22	AEX	7463	52 AEX 28221
23	AEX	8205	53 AEX 28224
24	AEX	8208	54 AEX 28233
25	AEX	8212	55 AEX 28234
26	AEX	8218	56 AEX 28235
27	AEX	8220	57 AEX 28237
28	AEX	8223	58 AEX 28246
29	AEX	8225	59 AEX 28260
30	AEX	8226	60 AEX 28263