

RECORDATION NO. 23539-H FILED

DEC 29 '03 2-29 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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-G.

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
December 29, 2003
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A description of the railroad equipment covered by the enclosed document is:

40 railcars within the series AEX 5955 - AEX 8472 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 2-29 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-WEL11 dated as February 1, 2003 (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 23539-6.

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 16th day of December, 2003.



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

ASSIGNEE: MAXUS LEASING GROUP, INC.

By: [Signature]

Name: Brian de la Houssaye

Title: Vice President

STATE OF Ohio)
) ss:
COUNTY OF Cuyahoga)

Before me, a Notary Public, in and for said county and state, personally appeared Brian de la Houssaye the Vice President of Maxus Leasing Group, Inc., an Ohio 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 Solon, Ohio this 23rd day of December, 2003.

Anthony N. Granata
Notary Public
My Commission Expires: 9/10/07



ANTHONY N.
GRANATA
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Cuyahoga Cty.
M. Comm. Exp. 9/10/07

Exhibit A
199301-WEL11

	New Car #
1	AEX 005955
2	AEX 005991
3	AEX 006017
4	AEX 006037
5	AEX 006086
6	AEX 006093
7	AEX 006102
8	AEX 008401
9	AEX 008403
10	AEX 008405
11	AEX 008406
12	AEX 008407
13	AEX 008410
14	AEX 008412
15	AEX 008415
16	AEX 008419
17	AEX 008424
18	AEX 008425
19	AEX 008427
20	AEX 008429
21	AEX 008430
22	AEX 008431
23	AEX 008433
24	AEX 008434
25	AEX 008436
26	AEX 008438
27	AEX 008439
28	AEX 008441
29	AEX 008443
30	AEX 008445
31	AEX 008450
32	AEX 008454
33	AEX 008459
34	AEX 008461
35	AEX 008464
36	AEX 008465
37	AEX 008466
38	AEX 008467
39	AEX 008469
40	AEX 008472