

RECORDATION NO. 24872-A FILED

MAR 29 '04 12:41 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

March 29, 2004

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 three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of March 1, 2004, 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 24872.

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

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

Assignee: Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, OH 44139

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

35 railcars within the series AEX 8215 – AEX 8888 and AEX 28204 – AEX 28759

Mr. Vernon A. Williams
March 29, 2004
Page Two

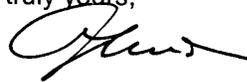
A short summary of the document to appear in the index follows:

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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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 29th day of March, 2004.

Anthony N. Granata
Notary Public,
My Commission Expires: 9/10/2007



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

**EXHIBIT A
WELLMAN, INC.
DEAL R00232**

CAR NUMBERS		
1	AEX	8215
2	AEX	8751
3	AEX	8752
4	AEX	8756
5	AEX	8757
6	AEX	8760
7	AEX	8762
8	AEX	8770
9	AEX	8772
10	AEX	8774
11	AEX	8777
12	AEX	8778
13	AEX	8780
14	AEX	8782
15	AEX	8783
16	AEX	8785
17	AEX	8788
18	AEX	8789
19	AEX	8790
20	AEX	8795
21	AEX	8800
22	AEX	8802
23	AEX	8803
24	AEX	8806
25	AEX	8807
26	AEX	8821
27	AEX	8823
28	AEX	8855
29	AEX	8863
30	AEX	8888
31	AEX	28204
32	AEX	28440
33	AEX	28446
34	AEX	28458
35	AEX	28759

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:

3/29/04



Robert W. Alvord

RECORDATION NO. 24872-A FILED

MAR 29 '04 12:41 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

March 29, 2004

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 three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of March 1, 2004, 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 24872.

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

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

Assignee: Maxus Leasing Group, Inc.
31300 Bainbridge Road
Cleveland, OH 44139

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

35 railcars within the series AEX 8215 – AEX 8888 and AEX 28204 – AEX 28759

Mr. Vernon A. Williams
March 29, 2004
Page Two

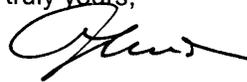
A short summary of the document to appear in the index follows:

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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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 29th day of March, 2004.

Anthony N. Granata
Notary Public,
My Commission Expires: 9/10/2007



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

**EXHIBIT A
WELLMAN, INC.
DEAL R00232**

CAR NUMBERS		
1	AEX	8215
2	AEX	8751
3	AEX	8752
4	AEX	8756
5	AEX	8757
6	AEX	8760
7	AEX	8762
8	AEX	8770
9	AEX	8772
10	AEX	8774
11	AEX	8777
12	AEX	8778
13	AEX	8780
14	AEX	8782
15	AEX	8783
16	AEX	8785
17	AEX	8788
18	AEX	8789
19	AEX	8790
20	AEX	8795
21	AEX	8800
22	AEX	8802
23	AEX	8803
24	AEX	8806
25	AEX	8807
26	AEX	8821
27	AEX	8823
28	AEX	8855
29	AEX	8863
30	AEX	8888
31	AEX	28204
32	AEX	28440
33	AEX	28446
34	AEX	28458
35	AEX	28759

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: 3/29/04



Robert W. Alvord