

RECORDATION NO. 24954-C FILED

MAY 14 '04 1-39 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)

May 14, 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 two (2) copies of a Memorandum of Assignment of Sublease, dated as of May 1, 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: Transportation Equipment, Inc.
16225 Park Ten Place, Suite 800
Houston, Texas 77084

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

Mr. Vernon A. Williams
May 14, 2004
Page 2

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

40 covered hopper railcars within the series AEX 8753 - AEX 8911 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 Sublease.

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

MEMORANDUM OF ASSIGNMENT OF SUBLEASE

This MEMORANDUM OF ASSIGNMENT OF SUBLEASE ("Assignment") is made entered into as of May 1, 2003, by and between Transportation Equipment, Inc. ("Assignor") and The Andersons, Inc. ("Assignee").

WHEREAS, Transportation Equipment, Inc., as Lessor, and E.I. DuPont DeNemours and Company, as Lessee, have heretofore entered into that certain Master Railcar Lease and Service Agreement dated October 1, 1993 and Rider dated as of November 1, 2003 (collectively, the "Sublease") pertaining to the railcars described therein ("the "Cars" or "Car"). Evidence of the Sublease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C.§11301 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 Sublease; 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.

RECORDATION NO. 24954-C FILED

MAY 14 '04 1-39 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: TRANSPORTATION EQUIPMENT, INC.

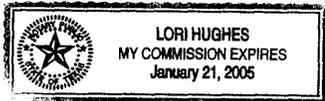
By: Bob Atnip
Printed Name: Bob Atnip
Title: President

STATE OF Texas)
COUNTY OF Harris) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Bob Atnip, the President of Transportation Equipment, Inc., a Texas 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 Houston, this 5th day of January, ~~2003~~ 2004

Lori Hughes
Notary Public
My Commission Expires: 1-21-05



ASSIGNEE: THE ANDERSONS, INC.

By: Rasesh H. Shah

Name: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, President, Rail Group 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 Mannee, OH this 6th day of JANUARY, 2008

R. Thomas Connolly
Notary Public
My Commission Expires: 1-13-2007

R. Thomas Connolly
Notary Public, State of Ohio
My Commission Expires 1-13-2007

Forty (40) 5250 Covered Hopper Cars

CAR NUMBERS

AEX 8755
AEX 8753
AEX 8758
AEX 8761
AEX 8763
AEX 8764
AEX 8765
AEX 8766
AEX 8767
AEX 8768
AEX 8769
AEX 8773
AEX 8775
AEX 8776
AEX 8779
AEX 8781
AEX 8784
AEX 8786
AEX 8787
AEX 8791
AEX 8792
AEX 8793
AEX 8794
AEX 8796
AEX 8797
AEX 8798
AEX 8799
AEX 8801
AEX 8804
AEX 8805
AEX 8808
AEX 8809
AEX 8841
AEX 8844
AEX 8856
AEX 8873
AEX 8887
AEX 8891
AEX 8903
AEX 8911