

**OSTER  
Researching Services**

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July 16, 2004

RECORDATION NO. 23539-J FILED

Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

JUL 16 '04 **3-04 PM**

**SURFACE TRANSPORTATION BOARD**

Dear Sir:

Enclosed for recording with the Surface Transportation Board is an Amendment #1 to Memorandum of Lease Assignment, Management and Escrow Agreement dated 5/14/04 including the following parties:

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

Assignee: Wells Fargo Equipment Finance, Inc.  
Investors Building  
733 Marquette Avenue  
Minneapolis, MN 55402

Please record this agreement as a secondary document to STB Recordation #23539.  
The filing fee of \$30 is enclosed.

Summary: Amendment #1 to Memorandum of Lease Assignment, Management and Escrow Agreement dated 5/14/04, secondary document to STB Recordation #23539.

Sincerely,

Mary Ann Oster  
Research Consultant

Enclosure

RECORDATION NO. 23539-J FILED

JUL 16 '04

3-04 PM

**AMENDMENT #1 TO MEMORANDUM OF LEASE ASSIGNMENT,  
MANAGEMENT AND ESCROW AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This AMENDMENT #1 TO MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT, which is on file with the Surface Transportation Board bearing Recordation No. 23539-B filed on July 9, 2001 at 11:11 a.m., is made and entered into as of May 17, 2004 by and between Wells Fargo Equipment Finance, Inc. ("Assignee") and The Andersons, Inc. ("Assignor").

**WITNESSETH:**

The undersigned have entered into that certain Amendment to Lease Assignment, Management and Escrow Agreement ("Amendment") dated May 17, 2004, whereby the Lease Assignment, Management and Escrow Agreement dated June 28, 2001 was amended to provide for the release of the railroad equipment bearing the road numbers listed below:

AEX 7714

AEX 7735

The Amendment further provided for the substitution of the railroad equipment bearing the road numbers listed below:

AEX 8207

AEX 5858

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment #1 to Memorandum of Lease Assignment, Management and Escrow Agreement to be duly executed as of the date and year first above written.

**ASSIGNOR:**

THE ANDERSONS, INC.

By: *Nicholas Conrad*

Printed Name: *Nicholas C. Conrad*

Title: *Assistant Treasurer*

**ASSIGNEE:**

WELLS FARGO EQUIPMENT FINANCE, INC.

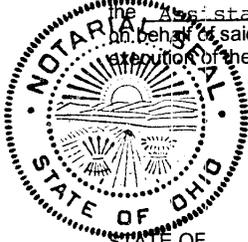
By: *Sharon Babel*

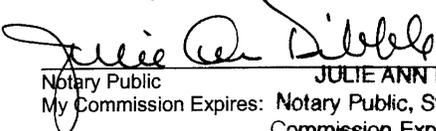
Printed Name: *Sharon Babel*

Title: *Sr. Contract Specialist*

STATE OF OHIO )  
 )  
COUNTY OF LUCAS ) SS.

On this 4th day of June, ~~2003~~, 2004, before me personally appeared  
Nicholas C. Conrad, to me personally known, who being duly sworn, says that he/she is  
~~the Assistant Treasurer~~ of **The Andersons, Inc.** and that said instrument was signed  
on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the  
execution of the foregoing instrument was the free act and deed of such corporation.



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

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.

On this \_\_\_\_ day of \_\_\_\_\_, 2003, before me personally appeared  
\_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the  
\_\_\_\_\_ of **Wellman, Inc.** and that said instrument was signed on behalf of  
said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the  
foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public  
My Commission Expires: