

RECORDATION NO. 25088-A FILED

JUL 22 '04 3-15 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 22, 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 Lease Agreement, dated as of July 20, 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 25088.

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

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

Assignee: First Merit Leasing Company
106 South Main Street
Akron, OH 44308

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

5 railcars AEX 6503 – AEX 6507

Mr. Vernon A. Williams
July 22, 2004
Page Two

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

Memorandum of Assignment 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

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of July 20, 2004, by and between The Andersons, Inc. ("Assignor") and FirstMerit Leasing Company ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Church & Dwight Co., Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement, and Rider Deal #R00309, both dated March 3, 2004 (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 _____.

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: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors 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 20th day of July, 2004.



Marian R. Emch
Notary Public
My commission expires
MARIAN R. EMCH
Notary Public, State of Ohio
Commission Expires 1-19-2009

ASSIGNEE: FIRSTMERIT LEASING COMPANY.

By: Kevin L. Reinhart

Name: KEVIN L. REINHART

Title: President

STATE OF OHIO)
COUNTY OF Summit) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Kevin Reinhart, the President of FirstMerit Leasing Company, 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 Akron, Ohio this 7 day of July, 2004.



Michelle L. O'Connor
Notary Public
My Commission Expires: Feb. 10, 2007

MICHELLE L. O'CONNOR, Notary Public
Residence - Summit County
State Wide Jurisdiction, Ohio
My Commission Expires Feb. 10, 2007

EXHIBIT "A"

**CHURCH & DWIGHT CO., INC.
COVERED HOPPER**

DEAL #00309

1	AEX	6503	
2	AEX	6504	
3	AEX	6505	
4	AEX	6506	
5	AEX	6507	

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: _____

2/22/04



Robert W. Alvord