

RECORDATION NO. 25229-A FILED

SEP 30 04 3-37 PM

SURFACE TRANSPORTATION BOARD

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

September 30, 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 August 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 25229.

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

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

Assignee: National City Leasing Corporation  
101 South Fifth Street  
Louisville, Kentucky 40202

Mr. Vernon A. Williams  
September 30, 2004  
Page 2

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

74 railcars:

57 railcars: AEX 503717 – AEX 503773.

17 railcars within the series AEX 506942 – AEX 506981 as specified in the Exhibit attached to the document.

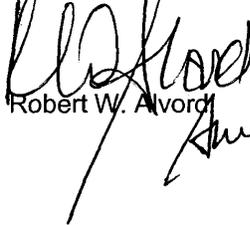
A short summary of the document to appear in the index is:

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

RECORDATION NO.

25224-A  
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SEP 30 '04

3-37 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 1, 2004, by and between The Andersons, Inc. ("Assignor") and National City Leasing Corporation ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Chemical Lime Company as Lessee, have heretofore entered into that certain Full Service Lease Agreement, and Rider Deal #R00300, both dated February 5, 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.

***[Signature Pages to Follow]***

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: Richard R. George  
Richard R. George  
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 Richard R. George, Vice President and Controller 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.

29<sup>th</sup> In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of September 2004.

Elizabeth J. Hall  
Notary Public  
My commission expires

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.03 O.R.C.

ASSIGNEE: NATIONAL CITY LEASING CORPORATION

By: [Signature]

Name: MARY L. SCOTT

Title: VICE PRESIDENT

STATE OF Kentucky )  
COUNTY OF Jefferson ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared MARY L. SCOTT, the VICE PRESIDENT of National City Leasing Corporation, an KENTUCKY 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 Louisville Ky this 30 day of SEPTEMBER, 2004.

[Signature]  
Notary Public

My Commission Expires: \_\_\_\_\_  
**BRIDGET S. WATKINS**  
Notary Public, State At Large, Kentucky  
My Commission Expires Feb. 16, 2006

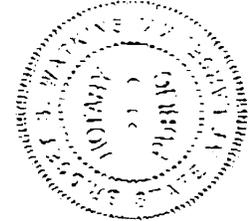


EXHIBIT A

1 AEX	506942	42 AEX	503741
2 AEX	506944	43 AEX	503742
3 AEX	506946	44 AEX	503743
4 AEX	506948	45 AEX	503744
5 AEX	506950	46 AEX	503745
6 AEX	506952	47 AEX	503746
7 AEX	506953	48 AEX	503747
8 AEX	506954	49 AEX	503748
9 AEX	506957	50 AEX	503749
10 AEX	506958	51 AEX	503750
11 AEX	506960	52 AEX	503751
12 AEX	506962	53 AEX	503752
13 AEX	506964	54 AEX	503753
14 AEX	506966	55 AEX	503754
15 AEX	506969	56 AEX	503755
16 AEX	506971	57 AEX	503756
17 AEX	506981	58 AEX	503757
18 AEX	503717	59 AEX	503758
19 AEX	503718	60 AEX	503759
20 AEX	503719	61 AEX	503760
21 AEX	503720	62 AEX	503761
22 AEX	503721	63 AEX	503762
23 AEX	503722	64 AEX	503763
24 AEX	503723	65 AEX	503764
25 AEX	503724	66 AEX	503765
26 AEX	503725	67 AEX	503766
27 AEX	503726	68 AEX	503767
28 AEX	503727	69 AEX	503768
29 AEX	503728	70 AEX	503769
30 AEX	503729	71 AEX	503770
31 AEX	503730	72 AEX	503771
32 AEX	503731	73 AEX	503772
33 AEX	503732	74 AEX	503773
34 AEX	503733		
35 AEX	503734		
36 AEX	503735		
37 AEX	503736		
38 AEX	503737		
39 AEX	503738		
40 AEX	503739		
41 AEX	503740		

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: September 30, 2004

Ed M Luria  
Edward M. Luria