

REC'D 25229-C FILED

DEC 20 '04 2-21 PM

SURFACE TRANSPORTATION BOARD

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

December 20, 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 an Amended and Restated 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 Amended and Restated Memorandum of Lease which is being filed with the Board under Recordation Number 25229-B.

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

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

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

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

74 railcars within the series AEX 112200 – AEX 112320

Mr. Vernon A. Williams
December 20, 2004
Page Two

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

Amended and Restated Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25229-C FILED

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SURFACE TRANSPORTATION BOARD

AMENDED AND RESTATED MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

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

WHEREAS, The Andersons, 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"). A Memorandum of Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C.§11301 and assigned recordation number 25229;

WHEREAS the Lease was subsequently assigned to Assignee by Memorandum of Assignment of Lease Agreement which was recorded with the Surface Transportation Board pursuant to 49 U.S.C.§11301 and assigned recordation number 25229-A;

WHEREAS, the Exhibit A to the Memorandum of Lease and the Memorandum of Assignment was incorrect and an Amended and Restated Memorandum of Lease which has the correct Exhibit A has been recorded with the Surface Transportation Board pursuant to 49 U.S.C.§11301 and assigned recordation number 25229-B;

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 assigns to Assignee all right, title and interest of Assignor in, to and under the Lease effective August 1, 2004, 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: 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.

17th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of November 2004.

Pamela S. Doran
Notary Public
My commission expires

PAMELA S. DORAN
Notary Public, State of Ohio
Commission Expires 1-19-2009

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 13 day of DECEMBER, 2004.

[Signature]
Notary Public

My Commission Expires: _____

BRIDGET S. WATKINS

Notary Public, State At Large, Kentucky
My Commission Expires Feb. 16, 2008

EXHIBIT "A"

Chemical Lime Company

74 Covered Hoppers

Deal #R00300

1	AEX 112200	38	AEX 112284
2	AEX 112201	39	AEX 112285
3	AEX 112202	40	AEX 112286
4	AEX 112203	41	AEX 112287
5	AEX 112204	42	AEX 112288
6	AEX 112205	43	AEX 112289
7	AEX 112206	44	AEX 112290
8	AEX 112207	45	AEX 112291
9	AEX 112208	46	AEX 112292
10	AEX 112209	47	AEX 112293
11	AEX 112210	48	AEX 112294
12	AEX 112211	49	AEX 112295
13	AEX 112212	50	AEX 112296
14	AEX 112213	51	AEX 112297
15	AEX 112214	52	AEX 112298
16	AEX 112215	53	AEX 112299
17	AEX 112216	54	AEX 112300
18	AEX 112217	55	AEX 112301
19	AEX 112218	56	AEX 112302
20	AEX 112219	57	AEX 112303
21	AEX 112220	58	AEX 112304
22	AEX 112221	59	AEX 112305
23	AEX 112222	60	AEX 112306
24	AEX 112223	61	AEX 112307
25	AEX 112224	62	AEX 112308
26	AEX 112272	63	AEX 112309
27	AEX 112273	64	AEX 112310
28	AEX 112274	65	AEX 112311
29	AEX 112275	66	AEX 112312
30	AEX 112276	67	AEX 112313
31	AEX 112277	68	AEX 112314
32	AEX 112278	69	AEX 112315
33	AEX 112279	70	AEX 112316
34	AEX 112280	71	AEX 112317
35	AEX 112281	72	AEX 112318
36	AEX 112282	73	AEX 112319
37	AEX 112283	74	AEX 112320

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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: 12/28/04



Robert W. Alvord