

RECORDATION NO. 27042 - A  
FILED

JUN 29 '07 -8 10 AM

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](mailto:alvordlaw@aol.com)

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

June 29, 2007

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 June 1, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27042.

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

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

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Investors Building, Suite 300  
Minneapolis, MN 55479-2048

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June 29, 2007  
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A description of the railroad equipment covered by the enclosed document is:

21 hopper railcars within the series AEX 5048 – AEX 6278 as more particularly set forth in the attachment 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 \$35.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO.

27042-<sup>A</sup>  
FILED

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered effective as of June 1, 2007, by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Church & Dwight Co., Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement dated March 3, 2004, and Rider Deal #R01106 made on April 20, 2007 (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 27042.

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: Nicholas C. Conrad  
Nicholas C. Conrad  
Assistant Treasurer

STATE OF OHIO        )  
COUNTY OF LUCAS    ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, Assistant 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.

28th In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of June, 2007.

Judy A. Baldwin  
Notary Public  
My commission expires 02/01/2010



JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

ASSIGNEE: WELLS FARGO EQUIPMENT FINANCE, INC.

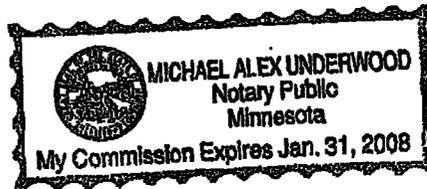
By: *Peter J. Naas*  
Name: *Peter J. Naas*  
Title: *Contract Admin*

STATE OF *Minnesota* )  
COUNTY OF *Hennepin* ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared *Pete Naas*, the *Contract Administrator* of *Wells Fargo Equipment Finance* an *Illinois* 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 *Hennepin County* this *29<sup>th</sup>* day of *May*, 2007.

*Michael Alex Underwood*  
Notary Public  
My Commission Expires: *11/31/2008*



**EQUIPMENT**  
**Church & Dwight Co., Inc.**

1	AEX 005048
2	AEX 005053
3	AEX 005059
4	AEX 005065
5	AEX 005072
6	AEX 005076
7	AEX 005086
8	AEX 005092
9	AEX 005592
10	AEX 005597
11	AEX 005620
12	AEX 005633
13	AEX 005635
14	AEX 005647
15	AEX 005650
16	AEX 005675
17	AEX 005685
18	AEX 005699
19	AEX 005716
20	AEX 005775
21	AEX 006278

**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: 6/29/07



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Robert W. Alvord