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OF COUNSEL  
URBAN A. LESTER

April 29, 1999

RECORDATION NO. 22131, A, B FILED

APR 29 '99 2-45 PM

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 three (3) copies of a Full Service Lease Agreement, dated September 9, 1993, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated March 24, 1999 and Memorandum of Lease Assignment and Assumption Agreement, dated as of March 31, 1999.

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

Full Service Lease Agreement

Lessor: The Andersons  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: LaFarge Lime Ohio, Inc.  
(f/k/a Redland Ohio, Inc.)  
128 East Main Street  
Woodville, Ohio 43469

Vernon A. Williams  
April 29, 1999  
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Memorandum of Lease Assignment, Management  
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

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

Memorandum of Lease Assignment  
and Assumption Agreement

Assignee: Firststar Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

**Exhibit A**

4427 Cu. Ft. covered Hopper Cars

|    | <b>TAI Car<br/>Number</b> | <b>Prior Car<br/>Number</b> | <b>Vintage/<br/>Age</b> | <b>Mfg.</b> |
|----|---------------------------|-----------------------------|-------------------------|-------------|
| 1  | AEX 1325                  | USLX 31212                  | 1967                    | Evans       |
| 2  | AEX 1326                  | USLX 31214                  | 1967                    | Evans       |
| 3  | AEX 1327                  | USLX 31215                  | 1967                    | Evans       |
| 4  | AEX 1328                  | USLX 31216                  | 1967                    | Evans       |
| 5  | AEX 1329                  | USLX 31217                  | 1967                    | Evans       |
| 6  | AEX 1330                  | USLX 31218                  | 1967                    | Evans       |
| 7  | AEX 1331                  | USLX 31219                  | 1967                    | Evans       |
| 8  | AEX 1332                  | USLX 31220                  | 1967                    | Evans       |
| 9  | AEX 1333                  | USLX 31221                  | 1967                    | Evans       |
| 10 | AEX 1334                  | USLX 31222                  | 1967                    | Evans       |
| 11 | AEX 1335                  | USLX 31223                  | 1967                    | Evans       |
| 12 | AEX 1336                  | USLX 31224                  | 1967                    | Evans       |
| 13 | AEX 1337                  | USLX 31225                  | 1967                    | Evans       |
| 14 | AEX 1338                  | USLX 31226                  | 1967                    | Evans       |
| 15 | AEX 1339                  | USLX 31227                  | 1967                    | Evans       |
| 16 | AEX 1340                  | USLX 31228                  | 1967                    | Evans       |
| 17 | AEX 1341                  | USLX 31229                  | 1967                    | Evans       |
| 18 | AEX 1342                  | USLX 31230                  | 1967                    | Evans       |
| 19 | AEX 1343                  | USLX 31231                  | 1967                    | Evans       |
| 20 | AEX 1344                  | USLX 31232                  | 1967                    | Evans       |
| 21 | AEX 1345                  | USLX 31233                  | 1967                    | Evans       |
| 22 | AEX 1346                  | USLX 31234                  | 1967                    | Evans       |
| 23 | AEX 1347                  | USLX 131001                 | 1967                    | Evans       |
| 24 | AEX 1348                  | USLX 131012                 | 1967                    | Evans       |
| 25 | AEX 1349                  | USLX 131017                 | 1967                    | Evans       |
| 26 | AEX 1350                  | USLX 131030                 | 1967                    | Evans       |
| 27 | AEX 1351                  | USLX 131035                 | 1967                    | Evans       |
| 28 | AEX 1352                  | USLX 131039                 | 1967                    | Evans       |
| 29 | AEX 1353                  | USLX 131040                 | 1967                    | Evans       |
| 30 | AEX 1354                  | USLX 131046                 | 1967                    | Evans       |
| 31 | AEX 1355                  | USLX 439626                 | 1967                    | Evans       |
| 32 | AEX 1356                  | USLX 439752                 | 1967                    | Evans       |
| 33 | AEX 1357                  | USLX 439758                 | 1967                    | Evans       |
| 34 | AEX 1358                  | USLX 439763                 | 1967                    | Evans       |
| 35 | AEX 1359                  | USLX 439769                 | 1967                    | Evans       |
| 36 | AEX 1360                  | USLX 439779                 | 1967                    | Evans       |
| 37 | AEX 1361                  | USLX 439788                 | 1967                    | Evans       |
| 38 | AEX 1362                  | USLX 439792                 | 1967                    | Evans       |
| 39 | AEX 1363                  | USLX 439793                 | 1967                    | Evans       |

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**MEMORANDUM OF LEASE  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Lease Assignment and Assumption Agreement made and entered into as of March 31, 1999 by and between The Vaughn Group, Inc. ("Vaughn") and Firststar Bank, National Association ("Firststar").

**WITNESSETH:**

1. Vaughn, as Lessor, has entered into that certain Lease Assignment, Management and Escrow Agreement (the "Agreement") dated March 24, 1999, with The Andersons, Inc., as Assignor, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Firststar and Firststar as agreed to accept from Vaughn the Agreement and the railroad equipment subject to that Agreement.
3. This Memorandum of Lease Assignment and Assumption Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute on instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

THE VAUGHN GROUP, INC.

By: *John V. Handelsman*

Title: **John V. Handelsman**  
**President and CEO**

FIRSTAR BANK, NATIONAL ASSOCIATION

By: *John R. Meurer*

Title: *Vice President*

## Exhibit A

4427 Cu. Ft. covered Hopper Cars

|    | <b>TAI Car<br/>Number</b> | <b>Prior Car<br/>Number</b> | <b>Vintage/<br/>Age</b> | <b>Mfg.</b> |
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| 29 | AEX 1353                  | USLX 131040                 | 1967                    | Evans       |
| 30 | AEX 1354                  | USLX 131046                 | 1967                    | Evans       |
| 31 | AEX 1355                  | USLX 439626                 | 1967                    | Evans       |
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| 37 | AEX 1361                  | USLX 439788                 | 1967                    | Evans       |
| 38 | AEX 1362                  | USLX 439792                 | 1967                    | Evans       |
| 39 | AEX 1363                  | USLX 439793                 | 1967                    | Evans       |

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 13<sup>th</sup> day of April, 1999 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Inc., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



My commission expires:

Kathy J. Voegele  
Notary Public

**KATHY J. VOEGELE**  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

STATE OF Ohio )  
COUNTY OF Hamilton ) SS

On this 26<sup>th</sup> day of April, 1999 before me personally appeared John R. Maurer, to me personally known, who being duly sworn, says that he/she is the VP of Firststar Bank, 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 said corporation.

Michael P. Dickman  
Notary Public

My commission expires:

**MICHAEL P. DICKMAN**  
Notary Public, State of Ohio  
My Commission Expires July 23, 2003