

RECORDATION NO. 20646 FILED Q, R, S
APR 3 '98 1-25 PM ↑

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20006-2973

OF COUNSEL
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April 3, 1998

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 the following secondary documents: Lease Schedule No. 006, dated March 13, 1998, a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of March 2, 1998 and a Full Service Lease Agreement Rider, dated March 1, 1998.

The enclosed documents relate to the Master Lease Agreement No. 114, schedules to which have previously been filed with the Board under Recordation Number 20646.

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

Lease Schedule No. 006

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

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

Counterparts - Betty [Signature]

Mr. Vernon A. Williams
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Asset Purchase, Assignment and Assumption Agreement

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

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

Lease Agreement Rider

Lessor: The Andersons, Inc.
480 West Dussel Drive
Hamilton, Ohio 45001

Lessee: Dow Corning Corporation
3901 South Saginaw Road
Midland, Michigan 48686

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

twenty-nine (29) covered hopper railcars bearing AEX reporting marks and road numbers set forth on Exhibit A attached thereto.

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

APR 3 '98

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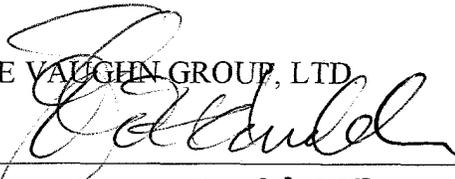
**MEMORANDUM OF ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of March 2, 1998 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Lease Schedule No. 006 to Master Lease Agreement No. 114 ("Lease") dated as of March 13, 1997, with The Andersons, Inc., as Lessee, with respect to the railroad equipment set forth on Exhibit A attached hereto.
2. Vaughn has agreed to sell and assign to Star and Star as agreed to accept from Vaughn the Lease and the railroad equipment subject to that Lease.
3. This Memorandum of Asset Purchase, 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, LTD
 By: 
 Title: **John V. Handelsman**
President and CEO

STAR BANK, NATIONAL ASSOCIATION
 By: 
 Title: **V.P.**

STATE OF Ohio)
COUNTY OF Butler) SS

On this 2nd day of March, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he/she is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company 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 company.



Kathy J. Voegelé
Notary Public

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

My commission expires:

STATE OF Ohio)
COUNTY OF HAMILTON) SS

On this 30 day of March, 1998 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/she is the Vice President of Star Bank, NA, 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.

Darlene Williams
Notary Public

My commission expires:

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires March 16, 1999

Exhibit A

1965-1967 Built, Pullman 4,000 Cubic Feet
Covered Hopper Cars

	New Car Numbers		Old Car Numbers	
1	AEX	720	SOU	96256
2	AEX	723	SOU	96096
3	AEX	724	SOU	96097
4	AEX	732	SOU	96434
5	AEX	734	SOU	96337
6	AEX	738	SOU	96419
7	AEX	741	SOU	96603
8	AEX	749	SOU	96713
9	AEX	753	SOU	96896
10	AEX	754	SOU	96914
11	AEX	758	SOU	97016
12	AEX	761	SOU	97493
13	AEX	766	SOU	97116
14	AEX	771	SOU	97164
15	AEX	773	SOU	97190
16	AEX	775	SOU	97256
17	AEX	776	SOU	97263
18	AEX	781	SOU	97387
19	AEX	785	SOU	97472
20	AEX	786	SOU	97488
21	AEX	793	SOU	97620
22	AEX	905	SOU	97824
23	AEX	906	SOU	97826
24	AEX	907	SOU	97830
25	AEX	911	SOU	97872
26	AEX	913	SOU	97882
27	AEX	914	SOU	97919
28	AEX	916	SOU	97931
29	AEX	917	SOU	97954