

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

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

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 J. [Signature]

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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

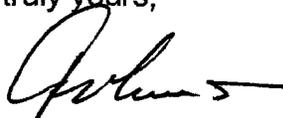
A description of the railroad equipment covered by the enclosed documents is:

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

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FULL SERVICE LEASE AGREEMENT #199601-DOW
RIDER #199601-DOWR3

This Rider to the Lease Agreement made as of February 26, 1996 between Lessor and Dow Corning Corporation ("Lessee") is made on March 1, 1998. The provisions of the Full Service Lease Agreement, Lease Number # 199601-DOW, solely as they relate to the cars leased under this Rider are incorporated by reference into and shall be deemed an instrument of Lease separate from any other Rider under the Lease.

Lessor and Lessee agree as follows:

1. All terms defined in the Lease shall have the meanings as defined therein when used in this Rider.
2. Lessor hereby leases the following Car(s) to Lessee subject to the terms and conditions of the Lease and this Rider.

Car Numbers: See Attached Exhibit "A".
3. The term of the Lease with respect to each Car described in this Rider shall commence on date of placement and shall continue as to all of the Cars described in this Rider until February 28, 2008.
4. The fixed rent shall be [REDACTED] per Car per month for each full calendar month. The pro-rata rental rate for any Car not subject to an entire month shall be [REDACTED] per day for such Car during such month.
5. The Cars shall be used for transportation and storage of silica rock.

Lessor

THE ANDERSONS, INC.

By: Ramesh H. Shah

Printed Name: Ramesh H. Shah

Title: VP and GM Manufacturing Division

Date: 2-26-98

Lessee

DOW CORNING CORPORATION

By: John C. Buehly

Printed Name: John C. Buehly

Title: Transportation Specialist

Date: 2-17-98

EXHIBIT "A"

DOW CORNING CORPORATION
29 Covered Hoppers
199601-DOWR3

1	AEX	720
2	AEX	723
3	AEX	724
4	AEX	732
5	AEX	734
6	AEX	738
7	AEX	741
8	AEX	749
9	AEX	753
10	AEX	754
11	AEX	758
12	AEX	761
13	AEX	766
14	AEX	771
15	AEX	773
16	AEX	775
17	AEX	776
18	AEX	781
19	AEX	785
20	AEX	786
21	AEX	793
22	AEX	905
23	AEX	906
24	AEX	907
25	AEX	911
26	AEX	913
27	AEX	914
28	AEX	916
29	AEX	917

CERTIFICATE OF INCUMBENCY

The undersigned, being the Secretary and custodian of the official records of The Andersons, Inc., a corporation duly organized under the laws of the state of Ohio, does hereby certify that the following individual is currently serving in the office or position shown across from his name and that the attached is a true and accurate copy of, Full Service Lease Agreement #199601-DOWR3, Rider #199601-DOWR3 and the signature shown thereon is true and accurate, to the best of the undersigned's knowledge and belief.

Vice President and General Manager
Manufacturing Division

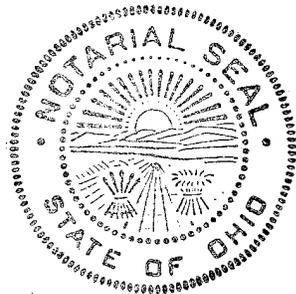
Rasesh H. Shah

THE ANDERSONS, INC.

By: Beverly J. McBride
Beverly J. McBride, Secretary

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a notary public, personally appeared Beverly J. McBride, on February 27, 1998, in her capacity as Secretary of The Andersons, Inc., and did sign the foregoing Certificate of Incumbency on behalf of The Andersons, Inc., as her and its free act and deed.



(SEAL)

Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
My Commission Expires 8-20-2000