

RECORDATION NO. 20646-W, X  
FILED  
JAN 5 '99 2-05 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

20006-2973

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OF COUNSEL  
URBAN A. LESTER

January 5, 1999

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: Memorandum of Lease Schedule No. 008, dated December 23, 1998 and a Memorandum of Lease Assignment and Assumption Agreement, dated as of December 23, 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. 008

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

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JAN 5 2 05 PM '99  
COMMISSION  
SERVICE SECTION

*Countersparts - J.A.*

Vernon A. Williams  
January 5, 1999  
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Lease 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

A description of the railroad equipment covered by the enclosed documents is:  
  
seventeen (17) railcars bearing AEX reporting marks and road numbers set forth on Exhibit A attached thereto.

Also enclosed is a check in the amount of \$52.00 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

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/5/99 at 2:05 PM, and  
assigned recordation numbers (s): 21938, 14240-B, 14240-C, 20270-W, 20646-W,  
20646-X and 21715-B.

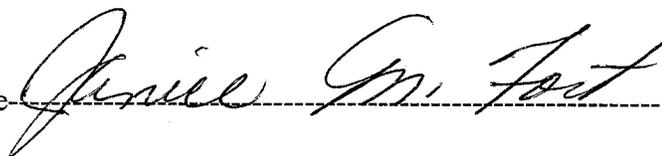
Sincerely Yours,

  
Vernon A. Williams

Enclosure(s) (7)  
182.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



JAN 5 '99 2-05 PM

MEMORANDUM OF LEASE SCHEDULE NO. 008  
TO MASTER LEASE AGREEMENT NO. 114

Memorandum of Lease Schedule No. 008 to Master Lease Agreement No. 114, by and between The Vaughn Group, Ltd. ("Lessor"), and The Andersons, Inc. ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Schedule No. 008 (the "Schedule") to Master Lease Agreement No. 114 dated March 13, 1997 (the "Lease"), whereby the Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.  
By: *John V. Handelsman*  
Name: **John V. Handelsman**  
**President and CEO**  
Title: \_\_\_\_\_

THE ANDERSONS, INC.  
By: *Gary Smith*  
Name: **GARY SMITH**  
Title: *V. P. Fin. & Treas.*

**Exhibit A**

**Equipment Location:**  
480 West Dussel Drive  
Maumee, Ohio 43537  
Lucas County

Nine (9) 1980 ACF 4750 cu. ft. grain hoppers 60' in length by 10'8" in width

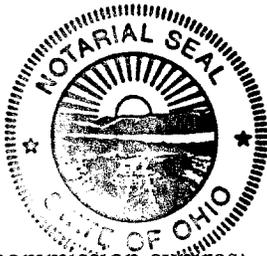
<b>Current Car No.</b>	<b>Previous Car No.</b>
AEX000629	ELCX004701
AEX000630	ELCX004702
AEX000631	ELCX004704
AEX000632	ELCX004706
AEX000633	ELCX004708
AEX000634	ELCX004709
AEX000636	ELCX004711
AEX000637	ELCX004712
AEX000638	ELCX004713

Eight (8) 1979 Thrall 4750 cu. ft. grain hoppers 58' in length by 10'8" in width

<b>Current Car No.</b>	<b>Previous Car No.</b>
AEX000642	BSTX001000
AEX000643	BSTX001001
AEX000644	BSTX001002
AEX000646	BSTX001004
AEX000652	BSTX001010
AEX000654	BSTX001013
AEX000665	BSTX001024
AEX000667	BSTX001026

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 23rd day of December, 1998 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, Ltd., 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.



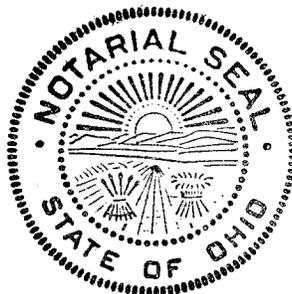
My commission expires:

Kathy J. Voegelé  
Notary Public

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

STATE OF OHIO )  
COUNTY OF LUCAS ) SS

On this 22nd day of December, 1998 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the Treasurer of The Andersons, Inc., 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.



My commission expires:

April 10, 1999

Cathy A. Redford  
Notary Public