

RECORDATION NO. 20646-P FILED

APR 3 '98 1-25 PM

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OF COUNSEL  
URBAN A. LESTER

*Counterpart - Betty J. Gray*

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 a Memorandum of Amendment to Asset Purchase, Assignment and Assumption Agreement, dated March 31, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement previously filed with the Board under Recordation Number 20646.

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

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

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

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

Four (4) gondola railcars bearing reporting marks and road numbers set forth on Exhibit A attached to the Memorandum.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
APR 3 1 22 PM '98

Mr. Vernon A. Williams  
April 3, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

# SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

## OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord and Alvord

918 Sixteenth Street, NW., Ste. 200

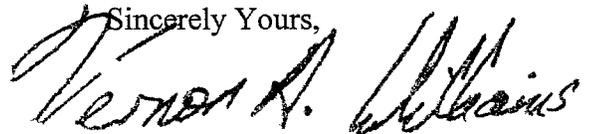
Washington, DC., 20006-2973

DATE:4/3/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C  
11301 and 49 CFR 1177.3 (c), on 4/3/98 at 1:25 PM  
assigned recordation numbers (s). 21312, 16872-A, 20646-P, 20646-Q, 20646-R, .  
20646-S and 20800-C.

Sincerely Yours,



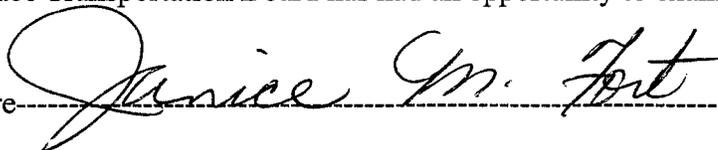
Vernon A. Williams  
Secretary

Enclosure(s)

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 had an opportunity to examine your document.

Signature-----



APR 3 '98 1-25 PM

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

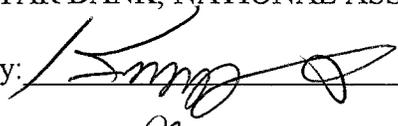
Memorandum of Amendment of Asset Purchase, Assignment and Assumption Agreement made and entered into as of August 28, 1997 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

**WITNESSETH:**

1. Vaughn, as Lessor, has entered into that certain Letter Amendment of Lease Schedule No. 004 to Master Lease Agreement dated March 13, 1997 (the "Amendment"), 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 Amendment and the railroad equipment subject to that Amendment.
3. This Memorandum of the Amendment 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 one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of March 31, 1998.

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

STAR BANK, NATIONAL ASSOCIATION  
 By:   
 Title: VP

## Exhibit A

Equipment described as : Four (4) 100 ton, steel, flat bottom,  
4,000 Cubic Foot, Thrall-built coal gondola railcars

<u>Original Car #</u>	<u>Old Car #</u>	<u>New Car #</u>
WISX001302	AEX004039	SIRX380171
WISX001326	AEX004056	SIRX380188
WISX001365	AEX004080	SIRX380212
WISX001405	AEX004093	SIRX380225

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 31st day of March, 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.



Kathy J. Voegele  
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