

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL
URBAN A. LESTER

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May 26, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 20951-C, D, E FILED
MAY 26 '99 11-50AM

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: a Memorandum to Amend the Full Service Lease Agreement, dated May 24, 1999; a Memorandum to Amend the Lease Assignment, Management and Escrow Agreement, dated May 24, 1999; and a Memorandum to Amend the Asset Purchase Assignment and Assumption Agreement, dated May 24, 1999.

The enclosed documents relate to those previously filed with the Board under Recordation Number 20951.

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

C → Memorandum to Amend the Full Service Lease Agreement

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

Lessee: CF Industries, Inc.
One Salem Lake Drive
Long Grove, Illinois 60047

Jim Bartman

Vernon A. Williams
May 26, 1999
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D → Memorandum to Amend the Lease Assignment, Management
and Escrow Agreement

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

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

E → Memorandum to Amend the Asset Purchase,
Assignment and Assumption Agreement

Assignee: Firststar Bank, N.A. (f/k/a Star Bank, N.A.)
425 Walnut Street
Cincinnati, Ohio 45202

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

A description of the railroad equipment being deleted from the documents previously filed is set forth on Schedule A attached hereto.

A description of the railroad equipment being added by the enclosed documents is set forth on Schedule X 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

Schedule A

	TAI Original Car Number	Cube Size	Year Built
1	AEX4103	4427	1967
2	AEX4104	4427	1967
3	AEX4106	4427	1967
4	AEX4105	4460	1967
5	AEX4108	4500	1967
6	AEX4109	4500	1967
7	AEX4110	4500	1967
8	AEX4113	4460	1967
9	AEX4114	4460	1967
10	AEX4115	4460	1967
11	AEX4117	4460	1967
12	AEX4118	4460	1967
13	AEX4121	4460	1967
14	AEX4123	4427	1967
15	AEX4128	4427	1967
16	AEX4129	4500	1967
17	AEX4131	4500	1967
18	AEX4132	4500	1967
19	AEX4133	4427	1967
20	AEX4136	4427	1967
21	AEX4139	4500	1967
22	AEX4142	4427	1967
23	AEX4144	4500	1967
24	AEX4145	4460	1967
25	AEX4150	4427	1967
26	AEX4155	4427	1967
27	AEX4156	4427	1967
28	AEX4160	4427	1967
29	AEX4162	4427	1967
30	AEX4163	4427	1967
31	AEX4165	4427	1967
32	AEX4168	4427	1967
33	AEX4170	4427	1967
34	AEX4172	4427	1967
35	AEX4173	4500	1966
36	AEX4180	4427	1967

Schedule X

	TAI Substituted Car Number	Cube Size	Year Built
1	AEX1031	4740	1968
2	AEX1032	4740	1965
3	AEX1033	4740	1966
4	AEX1034	4740	1968
5	AEX1035	4740	1964
6	AEX1036	4740	1966
7	AEX1037	4740	1966
8	AEX1038	4740	1966
9	AEX1039	4740	1966
10	AEX1040	4740	1966
11	AEX1041	4740	1966
12	AEX1042	4740	1966
13	AEX1043	4740	1966
14	AEX1044	4740	1966
15	AEX1045	4740	1966
16	AEX1046	4700	1966
17	AEX1047	4700	1967
18	AEX1048	4700	1967
19	AEX1049	4700	1967
20	AEX1050	4700	1967
21	AEX1051	4700	1967
22	AEX1052	4700	1967
23	AEX1053	4700	1967
24	AEX1020	4427	1972
25	AEX1055	4700	1967
26	AEX1056	4740	1967
27	AEX1022	4427	1972
28	AEX1057	4700	1967
29	AEX1058	4700	1967
30	AEX1059	4700	1967
31	AEX1060	4700	1967
32	AEX1061	4700	1967
33	AEX1062	4700	1967
34	AEX1063	4700	1967
35	AEX1064	4740	1967
36	AEX1065	4700	1967

MAY 26 '99

11-50AM

**MEMORANDUM TO AMEND THE FILING OF THE LEASE
ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Lease Assignment, Management and Escrow Agreement between The Vaughn Group, Inc. (formerly known as The Vaughn Group, Ltd.), 8240 Beckett Park Drive, Suite D, Hamilton, Ohio 45011 and The Andersons, Inc., 480 West Dussel Drive, Maumee, Ohio 43537.

1. The parties hereto entered into a Lease Assignment, Management and Escrow Agreement dated as of September 29, 1997 (the "Agreement") which was duly filed with the Surface Transportation Board on October 22, 1997 under Recordation Number 20951-A.
2. The parties hereto agree to delete from the Agreement the railcars identified on Schedule A attached hereto.
3. The parties hereto agree to add to the Agreement the railcars identified on Schedule X attached hereto.

IN WITNESS WHEREOF, this Memorandum is duly executed as of this 24th day of May, 1999.

THE VAUGHN GROUP, INC.

By: 

Name: John V. Handelsman

Title: President and CEO

THE ANDERSONS, INC.

By: 

Name: GARY SMITH

Title: V.P. Fin. & Treas.

STATE OF Ohio)
COUNTY OF Butler) SS

On this 25th day of May, 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.

Kathy J. Voegelé
Notary Public

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



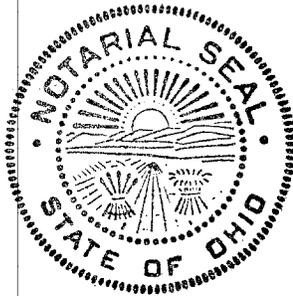
My commission expires:

STATE OF OHIO)
COUNTY OF LUCAS) SS

On this 24th day of May, 1999 before me personally appeared GARY Smith, to me personally known, who being duly sworn, says that he/she is the V.P. Finance & 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.

Julie Ann Dibble
Notary Public

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



My commission expires:

Schedule A

	TAI Original Car Number	Cube Size	Year Built
1	AEX4103	4427	1967
2	AEX4104	4427	1967
3	AEX4106	4427	1967
4	AEX4105	4460	1967
5	AEX4108	4500	1967
6	AEX4109	4500	1967
7	AEX4110	4500	1967
8	AEX4113	4460	1967
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10	AEX4115	4460	1967
11	AEX4117	4460	1967
12	AEX4118	4460	1967
13	AEX4121	4460	1967
14	AEX4123	4427	1967
15	AEX4128	4427	1967
16	AEX4129	4500	1967
17	AEX4131	4500	1967
18	AEX4132	4500	1967
19	AEX4133	4427	1967
20	AEX4136	4427	1967
21	AEX4139	4500	1967
22	AEX4142	4427	1967
23	AEX4144	4500	1967
24	AEX4145	4460	1967
25	AEX4150	4427	1967
26	AEX4155	4427	1967
27	AEX4156	4427	1967
28	AEX4160	4427	1967
29	AEX4162	4427	1967
30	AEX4163	4427	1967
31	AEX4165	4427	1967
32	AEX4168	4427	1967
33	AEX4170	4427	1967
34	AEX4172	4427	1967
35	AEX4173	4500	1966
36	AEX4180	4427	1967

Schedule X

	TAI Substituted Car Number	Cube Size	Year Built
1	AEX1031	4740	1968
2	AEX1032	4740	1965
3	AEX1033	4740	1966
4	AEX1034	4740	1968
5	AEX1035	4740	1964
6	AEX1036	4740	1966
7	AEX1037	4740	1966
8	AEX1038	4740	1966
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20	AEX1050	4700	1967
21	AEX1051	4700	1967
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23	AEX1053	4700	1967
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29	AEX1058	4700	1967
30	AEX1059	4700	1967
31	AEX1060	4700	1967
32	AEX1061	4700	1967
33	AEX1062	4700	1967
34	AEX1063	4700	1967
35	AEX1064	4740	1967
36	AEX1065	4700	1967