

RECORDATION NO. 21074-A & B FILED  
DEC 16 '97 1-30 PM

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

OF COUNSEL  
URBAN A. LESTER

December 16, 1997

RECORDATION NO. 21074 FILED  
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RECEIVED  
SURFACE TRANSPORTATION BOARD  
DEC 16 1 30 PM '97

*File*

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 Full Service Lease Agreement, dated August 1, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Agreement Assignment, Management and Escrow Agreement, dated December 1, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 4, 1997.

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

*Primary* → Full Service Lease Agreement

Lessor: The Andersons  
480 West Dussell Drive  
Maumee, Ohio 43537

Lessee: General Mills Operations Inc.  
P.O. Box 1113  
#1 General Mills Blvd.  
Minneapolis, Minnesota 55426

Vernon A. Williams  
December 16, 1997  
Page 2

A →

Memorandum of Lease Assignment, Management  
and Escrow Agreement

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

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

B →

Memorandum of Asset Purchase, Assignment  
and Assumption Agreement

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

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

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to the Lease Agreement.

Also enclosed is a check in the amount of \$72.00 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

RECORDATION NO. 21074-B FILED

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

DEC 16 '97

1-30PM

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of December 4, 1997 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

**WITNESSETH:**

1. Vaughn, as Assignee, has entered into that certain Lease Assignment, Management and Escrow Agreement ("Lease Assignment") dated as of December 1, 1997, with The Andersons, Inc., as Assignor, 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 Assignment and the railroad equipment subject to that Lease Assignment.
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 one 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.

STAR BANK, NATIONAL ASSOCIATION

By: 

Title: VP

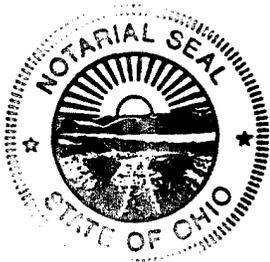
THE VAUGHN GROUP, LTD.

By: 

Title: **John V. Handelsman  
President and CEO**

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 15th day of December, 1997 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.



My commission expires:

Kathy J. Voegele  
Notary Public

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

STATE OF Ohio )  
COUNTY OF Hamilton ) SS

On this 4 day of December, 1997 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, 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:

**Chang K. Cho**  
Notary Public, State of Ohio  
My Commission Expires February 1, 1998

Chang K. Cho  
Notary Public

**Exhibit A**  
**General Mills #199602-GENR3**

1	BAEX	185
2	BAEX	189
3	BAEX	193
4	BAEX	194
5	BAEX	195
6	BAEX	199
7	BAEX	201
8	BAEX	202