

*County Part - 90th*

RECORDATION NO. 21149 FILED

JAN 13 '98 11-11 AM

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OF COUNSEL  
URBAN LESTER  
RECORDATION NO. 21149-A, B FILED

JAN 13 '98 11-11 AM

January 13, 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 Full Service Lease Agreement, dated August 29, 1997, 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 Assignment, Management and Escrow Agreement, dated December 19, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 23, 1997.

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

Full Service Lease Agreement

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

Lessee: Libbey-Owens-Ford Co.  
811 Madison Avenue  
Toledo, Ohio 43697

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SURFACE TRANSPORTATION  
BOARD

Vernon A. Williams  
January 13, 1998  
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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

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:

six (6) gondola cars AEX 4182 through AEX 4187

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

JAN 13 '98

11-11 AM

**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT  
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on December 19, 1997, by and between The Vaughn Group, Ltd. ("Assignee"), and The Andersons, Inc. ("Assignor").

**WITNESSETH:**

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated December 19, 1997, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Assignment and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

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. & Inv.*

STATE OF Ohio )  
 ) SS  
COUNTY OF Hamilton )

On this 24th 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 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.

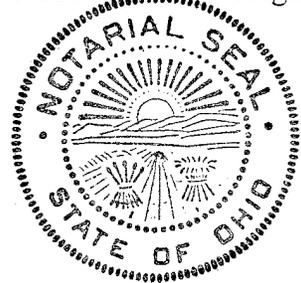


Joanne M. Ahlers  
Notary Public  
Joanne M. Ahlers  
Notary Public of Ohio

My commission expires: May 8, 2001

STATE OF OHIO )  
 ) SS  
COUNTY OF LUCAS )

On this 23<sup>RD</sup> day of December, 1997 before me personally appeared GARY SMITH, to me personally known, who being duly sworn, says that he/she is the Vice President Finance & Treasury 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:

**Exhibit A**

**Equipment Location:**

480 W. Dussel Drive  
Maumee, Ohio 43537  
Lucas County

<b>Invoice No.</b>	<b>Vendor</b>	<b>Qty.</b>	<b>Description</b>	<b>Car No.</b>
342553	Trinity Industries, Inc.	6	New 110 Ton 52Ft. 6IN Fixed End Gondola Cars	AEX4182 AEX4183 AEX4184 AEX4185 AEX4186 AEX4187