

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

RECORDATION NO. 21157 FILED

JAN 6 '98

1-10PM

OF COUNSEL  
URBAN A. LESTER

JAN 6 1 08 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

January 6, 1998

RECORDATION NO. 21157 FILED

JAN 6 '98

1-10PM

*W. Williams*  
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 Net Lease Agreement, dated September 1, 1992, 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 30, 1997 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of December 30, 1997.

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

Net Lease Agreement

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

Lessee: Didion Inc.  
210 Grell Lane  
Johnson Creek, Wisconsin 53038

Vernon A. Williams  
January 6, 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 Dussel 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 set forth on Exhibit A attached hereto.

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

### DIDION GRAIN - CAR NUMBERS

1	DDNX	886338	26	DDNX	886623
2	DDNX	886352	27	DDNX	886625
3	DDNX	886365	28	DDNX	886628
4	DDNX	886375	29	DDNX	886653
5	DDNX	886382	30	DDNX	886669
6	DDNX	886383	31	DDNX	886683
7	DDNX	886384	32	DDNX	886685
8	DDNX	886396	33	DDNX	886701
9	DDNX	886403	34	DDNX	886716
10	DDNX	886426	35	DDNX	886718
11	DDNX	886427	36	DDNX	886722
12	DDNX	886436	37	DDNX	886723
13	DDNX	886444	38	DDNX	888012
14	DDNX	886457	39	DDNX	888027
15	DDNX	886471	40	DDNX	888029
16	DDNX	886488	41	DDNX	888071
17	DDNX	886490	42	DDNX	888093
18	DDNX	886493	43	DDNX	888107
19	DDNX	886499	44	DDNX	888117
20	DDNX	886508	45	DDNX	888120
21	DDNX	886521	46	DDNX	888132
22	DDNX	886545	47	DDNX	888134
23	DDNX	886559	48	DDNX	888144
24	DDNX	886578	49	DDNX	888146
25	DDNX	886589	50	DDNX	888159

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JAN 6 '98 1-10PM

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

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on December 30, 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 30, 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.

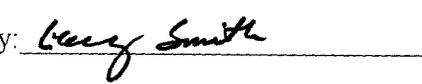
THE VAUGHN GROUP, LTD.

By: 

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

Title: \_\_\_\_\_

THE ANDERSONS, INC.

By: 

Name: **Barry Smith**

Title: **V. P. Fin. & Treas**

Exhibit A

	<u>Current #'s</u>	<u>Previous #'s</u>	<u>Original #'s</u>	<u>Cube</u>	<u>Built</u>
1	DDNX886352	AEX 886352	CR 886352	4700	May-65
2	DDNX886365	AEX 886365	CR 886365	4700	Jun-65
3	DDNX886375	AEX 886375	CR 886375	4700	Jun-65
4	DDNX886382	AEX 886382	CR 886382	4700	Jun-65
5	DDNX886383	AEX 886383	CR 886383	4700	Jun-65
6	DDNX886384	AEX 886384	CR 886384	4700	Jun-65
7	DDNX886396	AEX 886396	CR 886396	4700	Jun-65
8	DDNX886403	AEX 886403	CR 886403	4700	Jun-65
9	DDNX886426	AEX 886426	CR 886426	4700	Jul-65
10	DDNX886427	AEX 886427	CR 886427	4700	Jul-65
11	DDNX886436	AEX 886436	CR 886436	4700	Jul-65
12	DDNX886444	AEX 886444	CR 886444	4700	Jul-65
13	DDNX886457	AEX 886457	CR 886457	4700	Jul-65
14	DDNX886471	AEX 886471	CR 886471	4700	Jul-65
15	DDNX886488	AEX 886488	CR 886488	4700	Jul-65
16	DDNX886490	AEX 886490	CR 886490	4700	Jul-65
17	DDNX886493	AEX 886493	CR 886493	4700	Aug-65
18	DDNX886499	AEX 886499	CR 886499	4700	Aug-65
19	DDNX886508	AEX 886508	CR 886508	4700	Sep-65
20	DDNX886521	AEX 886521	CR 886521	4700	Sep-65
21	DDNX886545	AEX 886545	CR 886545	4700	Sep-65
22	DDNX886559	AEX 886559	CR 886559	4700	Oct-65
23	DDNX886578	AEX 886578	CR 886578	4700	Oct-65
24	DDNX886589	AEX 886589	CR 886589	4700	Oct-65
25	DDNX886623	AEX 886623	CR 886623	4700	Oct-65
26	DDNX886625	AEX 886625	CR 886625	4700	Oct-65
27	DDNX886628	AEX 886628	CR 886628	4700	Oct-65
28	DDNX886653	AEX 886653	CR 886653	4700	Nov-65
29	DDNX886669	AEX 886669	CR 886669	4700	Nov-65
30	DDNX886683	AEX 886683	CR 886683	4700	Nov-65
31	DDNX886685	AEX 886685	CR 886685	4700	Nov-65
32	DDNX886701	AEX 886701	CR 886701	4700	Nov-65
33	DDNX886716	AEX 886716	CR 886716	4700	Nov-65
34	DDNX886718	AEX 886718	CR 886718	4700	Nov-65
35	DDNX886722	AEX 886722	CR 886722	4700	Nov-65
36	DDNX886723	AEX 886723	CR 886723	4700	Nov-65
37	DDNX888012	AEX 888012	CR 888012	4700	May-65
38	DDNX888027	AEX 888027	CR 888027	4700	Jun-65
39	DDNX888029	AEX 888029	CR 888029	4700	Jun-65
40	DDNX888071	AEX 888071	CR 888071	4700	Sep-65
41	DDNX888093	AEX 888093	CR 888093	4700	Oct-65
42	DDNX888107	AEX 888107	CR 888107	4700	Oct-65
43	DDNX888117	AEX 888117	CR 888117	4700	Oct-65
44	DDNX888120	AEX 888120	CR 888120	4700	Oct-65
45	DDNX888132	AEX 888132	CR 888132	4700	Nov-65
46	DDNX888134	AEX 888134	CR 888134	4700	Nov-65
47	DDNX888144	AEX 888144	CR 888144	4700	Nov-65
48	DDNX888146	AEX 888146	CR 888146	4700	Nov-65
49	DDNX888159	AEX 888159	CR 888159	4700	Nov-65

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 5th day of January, 1998 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.

Kathy J. Voegelé  
Notary Public



My commission expires:

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

STATE OF Ohio )  
COUNTY OF Lucas ) SS

On this 31<sup>st</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 V.P. & 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.

Elizabeth J. Hall  
Notary Public

**ELIZABETH J. HALL**  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date  
Section 147.03 O.R.C.

My commission expires: