

RECORDATION NO. 21221 FILED

FEB 18 '98 11-50AM

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OF COUNSEL  
URBAN ALLESTER

RECORDATION NO. 21221-A, B FILED

FEB 18 '98 11-50AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

February 17, 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 Rider, made as of November 17, 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 January 28, 1998 and Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of January 31, 1998.

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

*Primary* → Full Service Lease Rider

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

Lessee: CF Industries, Inc.  
One Sale Lake Drive  
Long Grove, IL 60147

*Counterparts - 4/18/98*

Vernon A. Williams  
February 17, 1998  
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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 Dussel 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 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

FEB 18 '98

11-50AM

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

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of January 31, 1998 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 January 28, 1998, 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

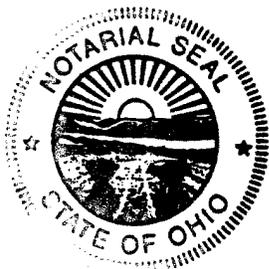
THE VAUGHN GROUP, LTD.

By: 

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

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 13th day of February, 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. 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 11 day of February, 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

**Exhibit A**

Twenty-four (24) 20,000 Gallon Tank Cars

<b>Purchased From</b>	<b>Builder</b>	<b>Year Built</b>	<b>Anderson Car No.</b>	<b>Old Car No.</b>	<b>Year Purchased</b>
Union Tank Car	RTC-Richmond Built	12/75	AEX20000	UCLX20003	11/97
Union Tank Car	GATX - General American	01/76	AEX20001	UCLX20009	11/97
Union Tank Car	UTC - Union Tank Car	08/77	AEX20002	UCLX20012	11/97
Union Tank Car	GATX - General American	02/79	AEX20003	UCLX20040	11/97
Union Tank Car	GATX - General American	02/79	AEX20004	UCLX20041	11/97
Union Tank Car	GATX - General American	02/79	AEX20005	UCLX20042	11/97
Union Tank Car	GATX - General American	02/79	AEX20006	UCLX20045	11/97
Union Tank Car	GATX - General American	02/79	AEX20007	UCLX20046	11/97
Union Tank Car	GATX - General American	02/79	AEX20008	UCLX20047	11/97
Union Tank Car	GATX - General American	02/79	AEX20009	UCLX20048	11/97
Union Tank Car	GATX - General American	02/79	AEX20010	UCLX20050	11/97
Union Tank Car	GATX - General American	02/79	AEX20011	UCLX20052	11/97
Union Tank Car	GATX - General American	02/79	AEX20012	UCLX20053	11/97
Union Tank Car	GATX - General American	02/79	AEX20013	UCLX20054	11/97
Union Tank Car	UTC - Union Tank Car	05/80	AEX20014	UCLX20056	11/97
Union Tank Car	UTC - Union Tank Car	05/80	AEX20015	UCLX20057	11/97
Union Tank Car	UTC - Union Tank Car	05/80	AEX20016	UCLX20058	11/97
Union Tank Car	UTC - Union Tank Car	05/80	AEX20017	UCLX20059	11/97
Union Tank Car	UTC - Union Tank Car	05/80	AEX20018	UCLX20060	11/97
Union Tank Car	UTC - Union Tank Car	12/81	AEX20019	UCLX20062	11/97
Union Tank Car	ACF - ACF Industries	05/73	AEX20020	UCLX21036	11/97
Union Tank Car	ACF - ACF Industries	05/73	AEX20021	UCLX21037	11/97
Union Tank Car	ACF - ACF Industries	05/73	AEX20022	UCLX21039	11/97
Union Tank Car	ACF - ACF Industries	05/73	AEX20023	UCLX21040	11/97