RECORDATION NO. 21699 FILED

OCT 5 '98 12-45 PM

SURFACE TRANSPORTATION BOARD

OCT 5 12 42 PM '98

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OF COUNSEL
URBAN A. LESTER

Counterpart

RECORDATION NO. 21699-A, B FILED

OCT 5 '98 12-45 PM

October 5, 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 Net Lease Agreement, dated April 7, 1998, 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: a Memorandum of Lease Assignment, Management and Escrow Agreement, dated September 25, 1998 and a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of September 29, 1998.

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

<u>Net Lease Agreement</u>

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

Lessees: Tri-Mor Corporation
Whitestone Supply Company
8530 North Boyle Parkway
Twinsburg, OH 44087

Lease Assignment, Management and Escrow Agreement

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

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

B → Asset Purchase, Assignment and Assumption Agreement

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

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

A description of the railroad equipment covered by the enclosed document is:

one hundred (100) railcars WSTX 201 through WSTX 300

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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21699-B FILED

OCT 5 '98 12-45 PM

MEMORANDUM OF ASSET PURCHASE, ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Asset Purchase, Assignment and Assumption Agreement made and entered into as of September 29, 1998 by and between The Vaughn Group, Ltd. ("Vaughn") and Star Bank, National Association ("Star").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Lease Assignment, Management and Escrow Agreement dated September 25, 1998 (the "Lease"), 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 and the railroad equipment subject to that Lease.

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 on 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.

THE VAUGHN GROUP, LTD.

By: _____
John V. Handelsman

Title: President and CEO

STAR BANK, NATIONAL ASSOCIATION

By: _____

Title: VP.

Exhibit A

Refurbished 3850 cubic capacity discharge open hopper cars modified to 2350 cubic capacity.
Used to haul limestone.
1980 Ortner built.

	New Car Number		Old Car Number			New Car Number		Old Car Number	
1	WSTX	201	KMCX	80310	51	WSTX	251	KMCX	80254
2	WSTX	202	KMCX	80311	52	WSTX	252	KMCX	80278
3	WSTX	203	KMCX	80312	53	WSTX	253	KMCX	80079
4	WSTX	204	KMCX	80313	54	WSTX	254	KMCX	80004
5	WSTX	205	KMCX	80316	55	WSTX	255	KMCX	80005
6	WSTX	206	KMCX	80317	56	WSTX	256	KMCX	80012
7	WSTX	207	KMCX	80320	57	WSTX	257	KMCX	80029
8	WSTX	208	KMCX	80323	58	WSTX	258	KMCX	80035
9	WSTX	209	KMCX	80328	59	WSTX	259	KMCX	80091
10	WSTX	210	KMCX	80330	60	WSTX	260	KMCX	80095
11	WSTX	211	KMCX	80336	61	WSTX	261	KMCX	80166
12	WSTX	212	KMCX	80337	62	WSTX	262	KMCX	80247
13	WSTX	213	KMCX	80338	63	WSTX	263	KMCX	80343
14	WSTX	214	KMCX	80341	64	WSTX	264	KMCX	80224
15	WSTX	215	KMCX	80342	65	WSTX	265	KMCX	80086
16	WSTX	216	KMCX	80348	66	WSTX	266	KMCX	80126
17	WSTX	217	KMCX	80349	67	WSTX	267	KMCX	80269
18	WSTX	218	KMCX	80048	68	WSTX	268	KMCX	80286
19	WSTX	219	KMCX	80077	69	WSTX	269	KMCX	80305
20	WSTX	220	KMCX	80078	70	WSTX	270	KMCX	80008
21	WSTX	221	KMCX	80081	71	WSTX	271	KMCX	80345
22	WSTX	222	KMCX	80100	72	WSTX	272	KMCX	80176
23	WSTX	223	KMCX	80102	73	WSTX	273	KMCX	80259
24	WSTX	224	KMCX	80111	74	WSTX	274	KMCX	80062
25	WSTX	225	KMCX	80116	75	WSTX	275	KMCX	80347
26	WSTX	226	KMCX	80132	76	WSTX	276	KMCX	80297
27	WSTX	227	KMCX	80144	77	WSTX	277	KMCX	80172
28	WSTX	228	KMCX	80171	78	WSTX	278	KMCX	80277
29	WSTX	229	KMCX	80189	79	WSTX	279	KMCX	80055
30	WSTX	230	KMCX	80213	80	WSTX	280	KMCX	80340
31	WSTX	231	KMCX	80253	81	WSTX	281	KMCX	80327
32	WSTX	232	KMCX	80270	82	WSTX	282	KMCX	80329
33	WSTX	233	KMCX	80332	83	WSTX	283	KMCX	80346
34	WSTX	234	KMCX	80010	84	WSTX	284	KMCX	80256
35	WSTX	235	KMCX	80022	85	WSTX	285	KMCX	80021
36	WSTX	236	KMCX	80082	86	WSTX	286	KMCX	80194
37	WSTX	237	KMCX	80115	87	WSTX	287	KMCX	80222
38	WSTX	238	KMCX	80137	88	WSTX	288	KMCX	80293
39	WSTX	239	KMCX	80198	89	WSTX	289	KMCX	80112
40	WSTX	240	KMCX	80223	90	WSTX	290	KMCX	80220
41	WSTX	241	KMCX	80231	91	WSTX	291	KMCX	80258
42	WSTX	242	KMCX	80298	92	WSTX	292	KMCX	80187
43	WSTX	243	KMCX	80321	93	WSTX	293	KMCX	80244
44	WSTX	244	KMCX	80016	94	WSTX	294	KMCX	80190
45	WSTX	245	KMCX	80020	95	WSTX	295	KMCX	80047
46	WSTX	246	KMCX	80065	96	WSTX	296	KMCX	80335
47	WSTX	247	KMCX	80043	97	WSTX	297	KMCX	80003
48	WSTX	248	KMCX	80123	98	WSTX	298	KMCX	80083
49	WSTX	249	KMCX	80154	99	WSTX	299	KMCX	80325
50	WSTX	250	KMCX	80252	100	WSTX	300	KMCX	80089

STATE OF Ohio)
) SS
COUNTY OF Butler)

On this 30th day of September, 1998 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, Ltd., 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. Voegele
Notary Public

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

NOTARIAL SEAL
STATE OF OHIO

My commission expires:

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 30 day of SEPTEMBER, 1998 before me personally appeared Kim J. Trombetta, to me personally known, who being duly sworn, says that he/she is the VICE PRESIDENT of STAR BANK, N.A., 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