

RECORDATION NO. 21669-D FILED

FEB 12 '01 2-22 PM  
TS  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

February 12, 2001

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 the following secondary document: a Memorandum to Amend the Lease Assignment, Management and Escrow Agreement, dated January 26, 2001.

The enclosed document relates to the Memorandum of Lease Assignment previously filed with the Board under Recordation Number 21669.

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

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

Assignee: The Vaughn Group, Ltd.  
9367 Allen Road  
West Chester, Ohio 45069

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

One (1) boxcar DME 5518

Mr. Vernon A. Williams  
February 12, 2001  
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A short summary of the document to appear in the index follows:

Memorandum to Amend the Lease Assignment, Management  
and Escrow Agreement between The Andersons, Inc., Assignor,  
and The Vaughn Group, Inc., Assignee, deleting boxcar DME  
5518.

Also enclosed is a check in the amount of \$27.00 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/anm  
Enclosures

**MEMORANDUM TO AMEND THE FILING OF THE LEASE ASSIGNMENT,  
MANAGEMENT AND ESCROW AGREEMENT**

This Memorandum is to amend the filing of the Lease Assignment, Management and Escrow Agreement (the "Agreement") made and entered into as of August 31, 1998 by and between The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc., ("Assignor") as follows:

1. Assignee and Assignor entered into the Agreement, which was duly filed with the Surface Transportation Board on September 25, 1998 under Recordation Number 21669-A.
2. The Assignment is hereby amended to delete one (1) covered hopper railcar identified with marking number DME 5518.

IN WITNESS WHEREOF, this Memorandum is duly executed this 26th day of January, 2001.

**THE VAUGHN GROUP, INC.**

By: [Signature]

Name: John V. Handelsman  
President and CEO

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

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SURFACE TRANSPORTATION BOARD

**THE ANDERSONS, INC.**

By: [Signature]

Name: RASESH H. SHAH

Title: PRESIDENT RAIL GROUP

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 1st day of February, 2001 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, INC., that said instrument was signed on behalf of said corporation 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 corporation.



My commission expires:

Kathy J. Voegelé  
Notary Public

KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-05

STATE OF Ohio )  
COUNTY OF Lucas ) SS

On this 26th day of JANUARY, 2001 before me personally appeared Roseann H. Swan, to me personally known, who being duly sworn, says that (s)he is the President, Rail Group of THE ANDERSONS, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. Thomas Connolly  
Notary Public

R. Thomas Connolly  
Notary Public, State of Ohio  
My Commission Expires 1-13-2002

My commission expires: