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RECORDATION NO. 20058-0 FILED
JAN - 3 '00 2-43 PM

January 3, 2000

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 two (2) copies of a Memorandum of Specification of Assigned Lease Assignment, Management and Escrow Agreement, dated as of December 29, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Assignment being concurrently filed herewith under Recordation Number 20058.

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

Assignor: The Vaughn Group, Inc.
9367 Allen Road
West Chester, OH 45069

Assignee: Firstar Bank, N.A.
425 Walnut Street
Cincinnati, OH 45202

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

two hundred forty-six (246) covered hopper railcars bearing DME (formerly CR) reporting marks and road numbers set forth on the schedule attached hereto.

E.S

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 20058-0 FILED

JAN - 3 '00 2-43 PM

MEMORANDUM OF SPECIFICATION OF ASSIGNED LEASE ASSIGNMENT, MANAGEMENT AND ESCROW AGREEMENT

Memorandum of Specification of Assigned Lease Assignment, Management and Escrow Agreement made and entered into as of December 29, 1999 by and between The Vaughn Group, Inc. ("Vaughn") and Firstar Bank, N.A. ("Firstar").

WITNESSETH:

1. Vaughn, as Lessor, has entered into that certain Specification of Assigned Lease Assignment, Management and Escrow Agreement dated December 29, 1999, with Dakota, Minnesota & Eastern Railroad Corporation, as Lessee, with respect to the railroad equipment set forth on Exhibit A attached hereto.

2. Vaughn has agreed to sell and assign to Firstar and Firstar has agreed to accept from Vaughn the Lease.

3. The Andersons, Inc. has agreed to sell the Equipment to Firstar pursuant to that certain Purchase and Sale Agreement dated December 28, 1999, with The Andersons, Inc., as Seller and Firstar, as Purchaser.

4. This memorandum of Specification of Assigned Lease Assignment, Management and Escrow Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute an 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, INC.

By: _____

John V. Handelsman

Title: President and CEO

FIRSTAR BANK, N.A.

By: _____

Title: Sr. V.P.

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STATE OF OHIO)
) ss.:
COUNTY OF BUTLER)

On this 29th day of December, 1999 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.

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)
) ss.:
COUNTY OF Butler)

On this 30th day of December, 1999 before me personally appeared Kim Trombetta, to me personally known, who being duly sworn, says that he/~~she~~ is the Vice President of Firstar 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.

Kathy J. Voegele
Notary Public

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

My commission expires:

Exhibit "A"

Original Mark/Number	New Mark/Number
1. CR886009	Same
2. CR886014	Same
3. CR886107	Same
4. CR886131	Same
5. CR886132	Same
6. CR886134	Same
7. CR886156	Same
8. CR886176	Same
9. CR886216	Same
10. CR886229	Same
11. CR886231	Same
12. CR886247	Same
13. CR886261	Same
14. CR886272	Same
15. CR886312	Same
16. CR886319	Same
17. CR886321	Same
18. CR886501	Same
19. CR886517	Same
20. CR886568	Same
21. CR886572	Same

Paid off 8-7-97

Original Mark/Number	New Mark/Number
22. CR886686	Same
23. CR886729	Same
24. CR886788	Same
25. CR886852	Same
26. CR886872	Same
27. CR886922	Same
28. CR886952	Same
29. CR886979	Same
30. CR887021	Same
31. CR887089	Same
32. CR887117	Same
33. CR887118	Same
34. CR887123	Same
35. CR887420	Same
36. CR887432	Same
37. CR887595	Same
38. CR887633	Same
39. CR887739	Same
40. CR887811	Same
41. CR887933	Same
42. CR887960	Same
43. CR887962	Same
44. CR887964	Same
45. CR887976	Same
46. CR887979	Same
47. CR887980	Same
48. CR887984	Same

Original Mark/Number	New Mark/Number
49. CR887986	Same
50. CR888000	Same
51. CR888026	Same
52. CR888035	Same
53. CR888062	Same
54. CR888215	Same
55. CR888223	Same
56. CR888295	Same
57. CR888356	Same
58. CR888366	Same
59. CR888553	Same
60. CR888557	Same
61. CR889512	Same
62. CR889546	Same
63. CR889789	Same
64. CR890823	Same
65. CR890842	Same
66. CR890899	Same
67. CR890916	Same
68. CR891029	Same
69. CR891048	Same
70. CR891079	Same

Original Mark/Number	New Mark/Number
1. CR887528	DME47287
2. CR890843	DME46060

Old Car #	New Car #
CR 887813	DME 44003
CR 886296	DME 44010
CR 886964	DME 45010
CR 886821	DME 45011
CR 886854	DME 45012
CR 887898	DME 46013
CR 886314	DME 46015
CR 891057	DME 46033
CR 888580	DME 46056
CR 888319	DME 46057
CR 888748	DME 46062
CR 886561	DME 46069
CR 887959	DME 46093
CR 886310	DME 46094
CR 888337	DME 46096
CR 886355	DME 46115
CR 887913	DME 47015
CR 887941	DME 47029
CR 887917	DME 47030
CR 886207	DME 47032
CR 890871	DME 47055
CR 890859	DME 47056
CR 890908	DME 47059
CR 888411	DME 47063
CR 888504	DME 47067
CR 890950	DME 47071
CR 888509	DME 47104
CR 886599	DME 47108
CR 890951	DME 47118
CR 890910	DME 47121
CR 890936	DME 47129
CR 890945	DME 47139
CR 890887	DME 47141
CR 890863	DME 47148
CR 890958	DME 47154
CR 886896	DME 47160
CR 886595	DME 47161
CR 889768	DME 47185
CR 889452	DME 47190
CR 889297	DME 47195
CR 889269	DME 47198
CR 889052	DME 47202
CR 887314	DME 47209
CR 887362	DME 47216
CR 887203	DME 47223
CR 887218	DME 47232
CR 887183	DME 47234
CR 887116	DME 47237
CR 887281	DME 47238
CR 887079	DME 47241
CR 887066	DME 47242
CR 887304	DME 47248
CR 887425	DME 47261
CR 887412	DME 47265
CR 887704	DME 47275
CR 887625	DME 47281
CR 887547	DME 47285

OLD CAR #		NEW CAR #	
CR	886606	DME	47105
CR	887356	DME	47215
CR	888590	DME	47114
CR	890924	DME	47133
CR	888473	DME	47075
CR	888867	DME	47194
CR	886268	DME	46116
CR	887981	DME	46091
CR	887288	DME	47212
CR	887936	DME	47010
CR	890954	DME	47151
CR	888498	DME	47082
CR	888534	DME	47097
CR	890930	DME	47132
CR	889999	DME	47004
CR	886276	DME	46083
CR	891017	DME	46001
CR	888629	DME	46043
CR	887494	DME	47256
CR	886255	DME	46084
CR	891078	DME	46095
CR	887544	DME	47262
CR	888540	DME	47095
CR	890903	DME	47115
CR	888415	DME	47083
CR	886169	DME	46100
CR	889592	DME	47176
CR	887968	DME	46081
CR	887963	DME	46088
CR	886605	DME	47090
CR	886367	DME	47023
CR	886121	DME	46028
CR	887886	DME	46022
CR	888351	DME	47169
CR	888457	DME	47077
CR	890868	DME	47146
CR	889799	DME	47187
CR	887911	DME	47012
CR	886616	DME	47087
CR	888712	DME	46037
CR	887278	DME	47230
CR	888523	DME	47101
CR	887330	DME	47213
CR	888566	DME	47092
CR	888512201	DME	47113
CR	890906 KVE	DME	47116
CR	887459	DME	47258
CR	890917	DME	47130
CR	888423	DME	47065
CR	888539	DME	47096

EXHIBIT "A"

OLD CAR #	NEW CAR #
[redacted]	[redacted] Paid off 12/97
CR 886969	DME 45000
CR 886935	DME 45003
CR 886914	DME 45004
CR 888383	DME 46003
CR 888381	DME 46008
CR 890989	DME 46009
CR 886076	DME 46017
CR 886007	DME 46018
CR 886098	DME 46019
CR 890844	DME 46034
CR 890972	DME 46045
CR 888048	DME 46051
CR 886549	DME 46054
CR 891023	DME 46061
CR 886555	DME 46068
CR 886230	DME 46076 Paid off 8-7-97
[redacted]	[redacted] Paid off 8-7-97
CR 887971	DME 46089
CR 886135	DME 46109
CR 886449	DME 46117
CR 886172	DME 47013
CR 886151	DME 47019
CR 886163	DME 47024
CR 891016	DME 47035
CR 886591	DME 47054
CR 890852	DME 47057
CR 890921	DME 47062
CR 890962	DME 47070
CR 888537	DME 47091
CR 890904	DME 47119
CR 890895	DME 47123
CR 890933	DME 47131
CR 890918	DME 47134
CR 890861	DME 47144
CR 890957	DME 47145
CR 890866	DME 47147
CR 890853	DME 47153
CR 890959	DME 47155
CR 888330	DME 47171
CR 889655	DME 47179
CR 888950	DME 47201
CR 887143	DME 47205
CR 887159	DME 47219
CR 887193	DME 47220
CR 887177	DME 47235
CR 887591	DME 47263
CR 887403	DME 47268
CR 887677	DME 47272
CR 887746	DME 47280

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OLD CAR #	NEW CAR #
CR 887823	DME 44001
CR 887828	DME 44008
CR 890850	DME 46036
CR 888644	DME 46042
CR 888397	DME 46004
CR 888280	DME 46052
CR 888246	DME 46055
CR 886692	DME 46067
CR 887850	DME 46014
CR 888594	DME 46070
CR 887928	DME 47016
CR 887940	DME 47017
CR 887952	DME 47025
CR 886146	DME 47026
CR 887923	DME 47027
CR 887935	DME 47028
CR 886179	DME 47033
CR 886832	DME 47165
CR 888347	DME 47166
CR 886905	DME 47167
CR 888385	DME 46007

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