

RECORDATION NO. 23636-B FILED

OCT 5 01 2:00 PM
TS
SURFACE TRANSPORTATION BOARD

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

October 5, 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 a Memorandum of Lease Schedule No. 011 dated September 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Lease which was previously filed with the Board under Recordation Number 23636-A.

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

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

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

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

25 boxcars WE 4001 - WE 4025

Mr. Vernon A. Williams
October 5, 2001
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A short summary of the document to appear in the index follows:

Memorandum of Lease Schedule No. 011

Also enclosed is a check in the amount of \$28.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF LEASE SCHEDULE NO. 011
TO MASTER LEASE AGREEMENT NO. 114
DATED MARCH 13, 1997**

Memorandum of Lease Schedule No. 011 to Master Lease Agreement No. 114 dated March 13, 1997, by and between THE VAUGHN GROUP, INC. (the "Lessor") and THE ANDERSONS, INC. (the "Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Lease Schedule No. 011 (the "Schedule") to Master Lease Agreement No. 114 dated March 13, 1997, individually and together with the Schedule (the "Lease"), whereby Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions hereinafter set forth in the Lease, the equipment described as railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Schedule.
2. This Memorandum of Lease Schedule may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute an instrument.

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SURFACE TRANSPORTATION BOARD

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.

LESSOR:

THE VAUGHN GROUP, INC.

By: 

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

Title: _____

STATE OF OHIO)

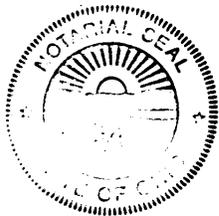
COUNTY OF BUTLER) SS:

Before me, a Notary Public, in and for said county and state, personally appeared John V. Handelsman, the President and CEO of The Vaughn Group, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at West Chester, Ohio, this 27th day of September, 2001.



Notary Public
My commission expires:



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

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.

LESSEE:

THE ANDERSONS, INC.

By: Gary Smith

Name: GARY SMITH

Title: V. P. Fin. & Treas. 9/28/01

STATE OF OHIO)

COUNTY OF LUCAS) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, the Vice President Finance & Treasury of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

1st In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 1st day of October, 2001.

Elizabeth J. Hall

Notary Public

My commission expires:

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

Exhibit A

Twenty-Five (25) 52 foot, 6 inch, 100 ton (RBL) Plate C 5237 CF Boxcars built in 1980, upgraded to 100 tons, and refurbished in 2000 and bearing the following reporting marks and running numbers:

WE 4001	WE 4014
WE 4002	WE 4015
WE 4003	WE 4016
WE 4004	WE 4017
WE 4005	WE 4018
WE 4006	WE 4019
WE 4007	WE 4020
WE 4008	WE 4021
WE 4009	WE 4022
WE 4010	WE 4023
WE 4011	WE 4024
WE 4012	WE 4025
WE 4013	