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

October 17, 2002

RECORDATION NO. 20058-T FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

OCT 17 '02 2-13 PM

SURFACE TRANSPORTATION BOARD

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 to Amend the Filing of the Lease Assignment, Management and Escrow Agreement, dated October 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Assignment, Management and Escrow Agreement which was previously filed with the Board under Recordation Number 20058-N.

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, Inc.  
9367 Allen Road  
West Chester, OH 45069

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

Railcar DME 47238 is deleted from the Agreement.

Mr. Vernon A. Williams  
October 17, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum to Amend the Filing of the Lease Assignment,  
Management and Escrow Agreement.

Also enclosed is a check in the amount of \$30.00 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/anr  
Enclosures

RECORDATION NO. 20058-T FILED

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SURFACE TRANSPORTATION BOARD

**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 made and entered into as of December 28, 1999 by and between The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc. ("Assignor") as follows:

1. Assignee and Assignor entered into the Lease Assignment, Management and Escrow Agreement (the "Agreement") which was duly filed with the Surface Transportation Board on January 3, 2000 under Recordation Number 20058-N.
2. The Agreement is hereby amended to delete from the Agreement one (1) covered hopper railcar identified with marking number DME47238.

IN WITNESS WHEREOF, this Memorandum is duly executed this 1<sup>st</sup> day of October, 2002.

**THE VAUGHN GROUP, INC.**

By: 

Name: JOHN J. CATALANO  
SENIOR VICE PRESIDENT AND COO

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

**THE ANDERSONS, INC.**

By: 

Name: Gary Smith

Title: V.P., Finance & Treasurer

STATE OF OHIO )  
 ) SS:  
COUNTY OF BUTLER )

On this 1st day of October 2002, before me personally appeared John J. Catalano, to me personally known, who being duly sworn, says that he is the Sr. Vice President & COO 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. Voegle  
Notary Public

My commission expires:

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

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

On this 23rd day of September 2002, before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he is the V.P., Finance & Treasurer of THE ANDERSONS, 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.

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.