

RECORDATION NO. 21669-G FILED

JUN 22 '04 2-13 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 22, 2004

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 to Amend the Filing of the Lease Assignment, Management and Escrow Agreement, dated as of April 6, 2004, 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 21669-A.

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

Assignor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Assignee:	CBI Leasing, Inc. (successor to The Vaughn Group, Inc.) 9367 Allen Road West Chester, Ohio 45069

**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 CBI Leasing, Inc., successor to The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc., ("Assignor").

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 5540.

IN WITNESS WHEREOF, this Memorandum is duly executed this 6th day of April 2004.

CBI LEASING, INC.
successor to **The Vaughn Group, Inc.**

By: [Signature]

Name: Harley E. Finley Jr.

Title: PRESIDENT

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SURFACE TRANSPORTATION BOARD

THE ANDERSONS, INC.

By: [Signature]

Name: Gary Smith

Title: V.P., Finance & Treasurer

STATE OF OHIO)
) SS:
COUNTY OF BUTLER)

On this 6th day of April 2004, before me personally appeared Harry E. Finley Jr., to me personally known, who being duly sworn, says that he is the President of CBI LEASING, INC., successor to 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 5th day of April 2004, 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.



Marian R. Emch
Notary Public

My commission expires:

MARIAN R. EMCH
Notary Public, State of Ohio
Commission Expires 1-19-2009