

RECORDATION NO. 21669-K FILED

AUG 30 '04 3-51 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 30, 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 three (3) copies of a Memorandum to Amend the Filing of Asset Purchase, Assignment and Assumption Agreement, dated as of August 27, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Asset Purchase, Assignment and Assumption Agreement previously filed with the Board under Recordation Number 21669-B.

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

Assignor: CBI Leasing, Inc.
(successor to
The Vaughn Group, Inc.)
9367 Allen Road
West Chester, OH 45069

Assignee: U.S. Bancorp Equipment Finance, Inc.
(f/k/a Firststar Bank, N.A.)
425 Walnut Street
Cincinnati, OH 45202

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

Railcar DME 5548 is deleted from the Asset Purchase 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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/arm
Enclosures

**MEMORANDUM TO AMEND THE FILING OF THE ASSET PURCHASE,
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum is to amend the filing of the Asset Purchase, Assignment and Assumption Agreement (the "Agreement") entered into as of September 8, 1998 by and between CBI Leasing, Inc., successor to The Vaughn Group, Inc., as Assignor and U.S. Bancorp Equipment Finance, Inc., (formerly known as Firststar Bank, N.A.), as Assignee.

1. Assignor and Assignee entered into the Agreement, which was duly filed with the Surface Transportation Board on September 25, 1998 under Recordation Number 21669-B.
2. The Agreement is hereby amended to delete one (1) 50 ft 70-ton boxcar identified with marking number DME 5548.

IN WITNESS WHEREOF, this Memorandum is duly executed this 27 day of August 2004.

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

By: [Signature]

Name: HARRY E. (TIM) FINLEY, JR.

PRESIDENT

Title: CBI LEASING, INC.

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SURFACE TRANSPORTATION BOARD

**U.S. BANCORP EQUIPMENT
FINANCE, INC.**
(formerly known as Firststar Bank, N.A.)

By: [Signature]

Name: James L. Gilday

Title: V.P.

STATE OF OHIO)
) SS:
COUNTY OF BUTLER)

On this 27th day of August 2004, before me personally appeared Harry E. Firley, 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.



My commission expires:

Kathy J. Voegele
Notary Public

KATHY J. VOEGELE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 08-18-05

STATE OF Oregon)
) SS:
COUNTY OF Washington)

On this 26th day of August 2004, before me personally appeared James L. Gilday, to me personally known, who being duly sworn, says that he is the Vice-President of U.S. BANCORP EQUIPMENT FINANCE, INC. (formerly known as Firststar Bank, N.A.), 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.

Susan Miller
Notary Public

My commission expires:

