

RECORDATION NO. 22137-67 FILED

JAN 18 '05

2-51 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

January 18, 2005

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 November 22, 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 22137-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

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

1 boxcar deleted: BAEX 103.

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

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

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**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 March 24, 1999 by and between CBI Leasing, Inc., successor to The Vaughn Group, Inc. ("Assignee") and The Andersons, Inc., ("Assignor") as follows:

1. Assignee and Assignor entered into the Agreement, which was duly filed with the Surface Transportation Board on April 29, 1999 under Recordation Number 22137-A.
2. The Assignment is hereby amended to delete one (1) Plate C box car identified with marking number BAEX103.

IN WITNESS WHEREOF, this Memorandum is duly executed this 22 day of November 2004.

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SURFACE TRANSPORTATION BOARD

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

By:   
Name: HARRY E. (TIM) FINLEY, JR.  
PRESIDENT  
Title: CBI LEASING, INC.

**THE ANDERSONS, INC.**

By:   
Name: Gary Smith  
Title: V.P., Finance & Treasurer

STATE OF OHIO )  
 ) SS:  
COUNTY OF BUTLER )

On this 22nd day of November 2004, before me personally appeared Harry E. (Tim) 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.



My commission expires:

Kathy J. Voegele  
Notary Public

KATHY J. VOEGELE  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-06

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

On this 18th day of November 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.



My commission expires: 1-19-2004

Pamela S. Doran  
Notary Public

PAMELA S. DORAN  
Notary Public, State of Ohio  
Commission Expires 1-19-2004