

RECORDATION NO. 22137<sup>J</sup> FILED

MAY 31 '05

4-10 PM

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OF COUNSEL  
URBAN A. LESTER

**SURFACE TRANSPORTATION BOARD**

May 31, 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 three (3) copies of a Memorandum to Amend the Lease Assignment, Management and Escrow Agreement, dated as of May 27, 2005, 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 duly filed with the Board under Recordation Number 22137-A.

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

Assignee: CBI Leasing, Inc.  
(successor to the Vaughn Group)  
9100 Centre Pointe Drive  
West Chester, OH 45069

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

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

Railcar BAEX 233 is deleted.

**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 boxcar identified with marking number BAEX233.

IN WITNESS WHEREOF, this Memorandum is duly executed this 27 day of May 2005.

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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 27<sup>th</sup> day of May 2005, 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.



My commission expires \_\_\_\_\_

Kathy J. Voegele  
Notary Public

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

STATE OF OHIO )  
 ) SS:  
COUNTY OF LUCAS )

On this 19<sup>th</sup> day of May 2005, 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: 1-19-2009

Pamela S. Doran  
Notary Public

PAMELA S. DORAN  
Notary Public, State of Ohio  
Commission Expires 1-19-2009