

MAY 31 '05

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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 and Assumption 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 and Assumption Agreement which was duly filed with the Board under Recordation Number 22137-B.

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

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

Assignee: U.S. Bancorp Equipment Finance, Inc.  
13010 S.W. 68th Pkwy  
Portland, OR 97223

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

Railcar BAEX 233 is deleted

Mr. Vernon A. Williams  
May 31, 2005  
Page Two

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

Memorandum to Amend the Lease, Assignment and Agreement

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm  
Enclosures



STATE OF OHIO )  
 ) SS:  
COUNTY OF BUTLER )

On this 29<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.



Kathy J. Voegel  
Notary Public

**KATHY J. VOEGELE**  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES 08-16-07

My commission expires:

STATE OF Oregon )  
 ) SS:  
COUNTY OF Washington )

On this 23<sup>rd</sup> day of May 2005, 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: 7-11-07

