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(513) 579-6400

September 8, 1981

RICHARD L. CREIGHTON, JR.
PAUL V. MUETHING
JEROME C. RANDOLPH
WILLIAM A. POSEY
WILLIAM J. KEATING, JR.
GENINA C. BOWMAN
LYNN A. ISAAC
MARK J. WEBER
KEVIN E. IRWIN
JAMES E. BURKE
WILLIAM J. KEATING
COUNSEL
* ALSO ADMITTED TO
PRACTICE IN KENTUCKY
** LEAVE OF ABSENCE

Direct Dial: 579-6517

RECORDATION NO. 11632-N 1160 1425

SEP 14 1981 - 10 25 AM

INTERSTATE COMMERCE COMMISSION **1-257A011**

No. **SEP 14 1981**
Date
Fee \$ 10.00
U.S. Washington, D. C.

Secretary of the Interstate
Commerce Commission
Washington, D. C. 20423

Dear Sir:

Enclosed for recordation pursuant to 49 U.S.C. 11303, enclosed please find an original and two counterparts of the following document:

(1) Instrument of Transfer by The Provident Bank to Farmers and Merchants State and Savings Bank.

The names and addresses of the parties to this document are as follows:

- (1) The Provident Bank
One East Fourth Street
Cincinnati, Ohio 45202
- (2) Farmers and Merchants State and Savings Bank
225 West Main Street
Montpelier, Ohio 43243

The equipment covered by the document consists of two 100-ton 52'6" gondola cars, having identifying marks of CAGY 13,047 and 13,048.

SEP 14 1981
16 11 50

Interstate Commerce Commission
Washington, D.C. 20423

9/14/81

OFFICE OF THE SECRETARY

**Paul V. Muething, Atty.
Keating, Muething & Klekamp
18th Floor Provident Tower
One East Fourth Street
Cincinnati, Ohio 45202**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **9/14/81** at **10:25am**, and assigned re-
recording number(s).

11632-N & 11632-N

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

*Transferred Agreements are 50. Please
make a note of that for future filing.
Coryanne Rancie
was in Bee*

RECORDATION NO. 11632-N Filed 1425

SEP 14 1981 10 25 AM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF TRANSFER

BY

THE PROVIDENT BANK

TO

FARMERS AND MERCHANTS STATE AND
SAVINGS BANK

DATED AS OF AUGUST 21, 1981

(COVERING TWO 52'6" 100 TON GONDOLAS)

Filed and recorded with the Interstate Commerce Commission
pursuant to the Interstate Commerce Act on _____, 1981,
at _____, Recordation No. _____.

INSTRUMENT OF TRANSFER

This INSTRUMENT OF TRANSFER by THE PROVIDENT BANK, an Ohio banking corporation.

W I T N E S S E T H:

WHEREAS, on May 13, 1980, THE PROVIDENT BANK, Cincinnati, Ohio ("Provident") loaned to Allen L. Davis and Judy M. Davis (the "Borrowers") the sum of Eighty-Two Thousand Three Hundred Seventy-Two and 98/100 Dollars (\$82,372.98) (the "Loan") as evidenced by a promissory note dated May 13, 1980 (the "Note") and loan agreement dated as of May 5, 1980 (the "Loan Agreement"); and

WHEREAS, as security for the Loan, Allen L. Davis as the owner of Two 52'6" 100 Ton Gondolas, Numbered 13,047 and 13,048 (the "Units"), assigned and granted to Provident a security interest in the Units and any and all proceeds thereof pursuant to a Security Agreement dated as of May 5, 1980, filed and recorded with the ICC pursuant to the ICA on May 8, 1980 at 3:15 p.m., Recordation No. 11632-C (the "Security Agreement"); and

WHEREAS, as additional security for the Loan, Allen L. Davis assigned and transferred to Provident all of his right, title and interest in and to a certain Agency Agreement with Railway Freight Car Services, Inc. dated as of March 25, 1980, a certain Management Agreement with Columbus & Greenville Railway Company dated as of March 25, 1981, and other management agreements, operation and maintenance agreements, or any of the provisions therefore, together with all other rents, issues and profits derived or derivable from the Units (the "Assignment of Contract Rights and Rents"); and

WHEREAS, the Assignment of Contract Rights and Rents was filed and recorded with ICC pursuant to ICA on May 8, 1980 at 3:15 p.m. under Recordation No. 11632-E; and

WHEREAS, as additional security for the Loan, Allen L. Davis assigned and pledged to Provident Eight Hundred Fifty (850) shares of the Series H Preferred Stock of American Financial Corporation (the "Stock"); and

WHEREAS, the Borrowers have determined to borrow certain money from Farmers and Merchants State and Savings Bank, Montpelier, Ohio ("Farmers") and to prepay the Loan; and

WHEREAS, Farmers has requested that Provident transfer and assign to Farmers all of its right, title and interest in and to the Security Agreement, Assignment of Contract Rights and Rents and the Stock.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, Provident agrees, represents and warrants as follows:

(1) Provident hereby does grant, bargain, sell, transfer and set over unto Farmers and its successors and assigns all of its right, title and interest in and to the Security Agreement, the Assignment of Contract Rights and Rents and the Stock.

(2) Provident hereby represents and warrants that the right, title and interest of Provident which is sold and transferred unto Farmers and its successors and assigns pursuant to this Instrument of Transfer is free and clear of any claims, liens, security interests or other encumbrances resulting from any acts of Provident or arising by, through or under Provident.

(3) Provident hereby agrees that at the request of Farmer's and at Farmers expense it will execute and deliver to the Farmers, for filing, recording, or depositing in all necessary public offices, such instrument or instruments in writing and acknowledged as may be necessary or appropriate in order to evidence in the public records the transfer unto Farmer's of Provident's interest in the Units, the Security Agreement, the Assignment of Contract Rights and Rents and the Stock.

IN WITNESS WHEREOF, the undersigned has caused this Instrument of Transfer to be duly executed by its duly authorized officer and to become effective as of the date set forth below.

THE PROVIDENT BANK

BY:

Barbara L. Garsch

Title:

Vice President

Date:

August 21, 1981

STATE OF OHIO)
 : SS:
COUNTY OF HAMILTON)

On this 21st day of AUGUST, 1981, before me personally appeared BARBARA L. HANSEN, to me personally known, who being by me duly sworn, says that she is the VICE PRESIDENT of The Provident Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act of said corporation.



Susan L. Elfring
Notary Public
SUSAN L. ELFRING
Notary Public, State of Ohio
My Commission Expires Dec. 2, 1982

ACKNOWLEDGMENT AND CONSENT

I, Allen L. Davis, as owner of Two 52'6" 100 Ton Gondolas, Numbered 13,047 and 13,048, hereby acknowledge notice of the above assignment and consent to same.

Allen L. Davis
Allen L. Davis