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RECORDATION NO. 9841-11 FILED 1425

3-204A011

JUL 23 1993 2-45 PM

July 22, 1993 RECORDATION NO. 9841-F FILED 1425

INTERSTATE COMMERCE COMMISSION

VIA OVERNIGHT COURIER

JUL 23 1993 2-45 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Room 2303
Washington, DC 20423

MOTOR
OPERATING UNIT
JUL 23 2 37 PM '93

Attention: Mrs. Mildred Lee/DOCUMENTS FOR RECORDATION

Re: Recordation No. 9841

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed documents. I have enclosed one original and three copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

1. The first document is a Partial Termination of Management Agreement, a secondary document, dated as of July 21, 1993. The name and address of the party to the foregoing document is as follows:

TCC INVESTMENTS INC.
824 Market Street, Suite 900
Wilmington, Delaware 19801

2. The second document is a Partial Termination of Conditional Sales Agreement, a secondary document, dated as of July 21, 1993. The names and addresses of the parties to the foregoing document are as follows:

Lessor: TCC INVESTMENTS INC.
824 Market Street, Suite 900
Wilmington, Delaware 19801

July 14, 1993

Lessee: THE PROVIDENT BANK
Provident Tower
1 East Fourth Street
Cincinnati, Ohio 45202

The primary document to which the foregoing documents are connected is recorded under Recordation No. 9841.

The units of equipment covered by the foregoing documents are those 50 railroad cars identified in the documents.

A fee of \$32.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to Stacy Powell-Bennett, Esq., Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

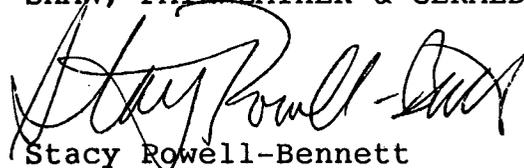
A short summary of each of the documents to appear in the index follows:

1. Partial Termination of Management Agreement dated as of July 21, 1993, by TCC Investments Inc., Wilmington, Delaware, successor-in-interest to Hillman Manufacturing Company.
2. Partial Termination of Conditional Sales Agreement dated as of July 21, 1993, by TCC Investments Inc., Wilmington, Delaware, successor-in-interest to Hillman Manufacturing Company, and The Provident Bank, Cincinnati, Ohio.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Stacy Powell-Bennett

SPB/cjp
1149P

Enclosures

cc: Richard Demarest Yant
Michael F. Bigler
Richard Seymour

JUL 23 1993 2-45 PM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF CONDITIONAL SALES AGREEMENT

This partial termination is made this 21st date of July, 1993 by and between TCC INVESTMENTS INC. (successor in interest to HILLMAN MANUFACTURING CO.), a Delaware corporation ("Owner") and THE PROVIDENT BANK, as Agent and assignee of Whitaker Corporation (Berwick Forge and Fabricating Division) ("Builder").

WHEREAS on October 31, 1978, the Owner, Builder and Wilmington Securities, Inc., a Delaware corporation, as Guarantor, entered into a Conditional Sales Agreement with respect to the construction and sale of 250, 70 ton railroad cars, now marked DM 10000 to 10249 (the "Cars"), which was recorded with the Interstate Commerce Commission (ICC) on November 16, 1978 and assigned Recordation No. 9841, and which Conditional Sales Agreement was assigned by Whitaker Corporation to The Provident Bank, as an agent for The Great American Insurance Company and Stonewall Insurance Company, in an assignment dated October 31, 1978 and recorded with the ICC on November 16, 1978 and assigned Recordation No. 9841-A.

WHEREAS, the parties now desire to terminate the Conditional Sales Agreement with respect to certain of the Cars.

NOW, THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt, adequacy and sufficiency of which being hereby acknowledged, the undersigned covenant and agree that the Conditional Sales Agreement is hereby terminated with respect to those Cars described on Annex I hereto.

TCC INVESTMENTS INC.

By: Darlene Clarke
Darlene Clarke

Its: Vice President

THE PROVIDENT BANK

By: [Signature]

Its: V.P.

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me this 16th day of July, 1993, by Darlene Clarke, Vice President of TCC Investments Inc. on behalf of the Corporation.

(SEAL)

Jody S. Cooney
Notary Public

My Commission expires: My Commission Expires 10/15/93

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 1st day of July, 1993, by Forest C. Frank, Vice President, of The Provident Bank on behalf of the Corporation.

(SEAL)

Michael F. Bigler
Notary Public

My Commission expires: **MICHAEL F. BIGLER**
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE

ANNEX I

Specifications

70 Ton, 50'-6" General Purpose
Boxcars

Manager's Road Numbers

DM 10010, DM 10017, DM 10018,
DM 10029, DM 10032, DM 10039,
DM 10041, DM 10042, DM 10043,
DM 10046, DM 10049, DM 10051,
DM 10054, DM 10064, DM 10075,
DM 10077, DM 10078, DM 10079,
DM 10082, DM 10087, DM 10094,
DM 10098, DM 10102, DM 10106,
DM 10112, DM 10122, DM 10127,
DM 10133, DM 10135, DM 10139,
DM 10141, DM 10142, DM 10151,
DM 10154, DM 10165, DM 10168,
DM 10171, DM 10182, DM 10187,
DM 10189, DM 10192, DM 10199,
DM 10201, DM 10205, DM 10213,
DM 10223, DM 10227, DM 10228,
DM 10230, DM 10244

CERTIFIED COPY

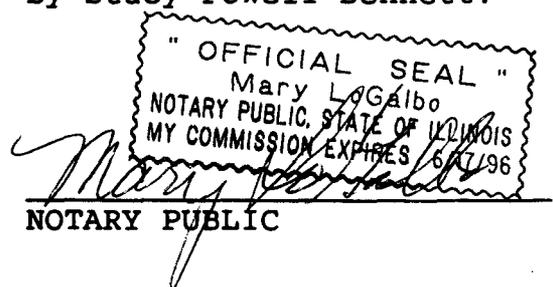
I, Stacy Powell-Bennett, the undersigned affiant, certify and affirm that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.



Stacy Powell-Bennett

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

The foregoing instrument was acknowledged before me this 22nd
day of July, 1993, by Stacy Powell-Bennett.



" OFFICIAL SEAL "
Mary Logalbo
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 6/17/96

Mary Logalbo
NOTARY PUBLIC