

RECORDATION NO. 14654-H  
FILED 1996

DEC 24 1996 9 45 AM

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OF COUNSEL  
URBAN A. LESTER

December 23, 1996

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 an Assignment of Instruments, dated as of December 23, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement and other documents previously filed with the Commission and Board under Recordation Number 14654.

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

Assignor: The Provident Bank  
One East Fourth Street  
Suite 700  
Cincinnati, Ohio 45202

Assignee: BNY Capital Resources Corporation  
8400 East Prentice Avenue  
Suite 716  
Englewood, Colorado 80111

A description of the railroad equipment covered by the enclosed document is set forth in the Lease as originally filed. There is no new or additional equipment involved in this filing.

*Countersignature - Edward M. Linn*

Mr. Vernon A. Williams  
December 23, 1996  
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Also enclosed is a check in the amount of \$22.00 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", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

14654-A  
DEC 24 1996 - 9 45 AM

ASSIGNMENT OF INSTRUMENTS (BASF 1985)

Relating to Transfer Agreement (BASF 1985)  
dated as of December 23, 1996 between  
The Provident Bank and BNY Capital Resources Corporation

- Conditional Sale Agreement dated as of May 17, 1985 ("Conditional Sale Agreement") between ACF Industries, Inc. ("ACFI") and Trinity Industries, Inc. ("Trinity") and Union Tank Car Co. ("Union") and Barclays Business Credit Inc. (successor by merger to Barclays Leasing, Inc. (f/k/a BarclaysAmerican/Leasing, Inc.)) ("BBCI"), filed with the Interstate Commerce Commission on May 22, 1985 pursuant to 49 U.S.C. Section 11303, instrument no. 14654.
- Amendment to Conditional Sale Agreement dated as of August 30, 1985 between BBCI and Barclays Bank PLC ("Barclays"), as assignee of ACFI, Trinity and Union, which has not been filed with the Interstate Commerce Commission.
- Lease of Railroad Equipment dated as of May 17, 1985 between BASF Corporation (successor to Badische Corporation) ("BASF"), lessee, and BBCI, lessor, filed with the Interstate Commerce Commission on May 22, 1985 pursuant to 49 U.S.C. Section 11303, instrument no. 14654-B.
- Amendment to Lease of Railroad Equipment dated as of August 30, 1985 between BASF and BBCI, which has not been filed with the Interstate Commerce Commission.
- Assignment of Lease and Agreement dated as of May 17, 1985 between BBCI and Barclays, filed with the Interstate Commerce Commission on May 17, 1985 pursuant to 49 U.S.C. Section 11303, instrument 14654-C.
- Agreement and Assignment dated as of May 17, 1985, between ACFI, Trinity, Union and Barclays, filed with the Interstate Commerce Commission on May 22, 1985 pursuant to 49 U.S.C Section 11303, instrument 14654-A.
- Indemnity Agreement dated as of May 17, 1985, between BASF and BBCI.
- Participation Agreement dated as of May 17, 1985, among BASF, BBCI and Barclays.
- Amendment to Participation Agreement dated as of August 30, 1985 among BASF, BBCI and Barclays.
- Amendment No. 2 to Conditional Sale Agreement [BASF '85] dated as of September 24, 1996 between BBCI and Barclays.
- Amendment No. 2 to Lease of Railroad Equipment dated as of September 24, 1996 between BASF and BBCI.
- Assignment of Instruments (BASF 1985) dated September 26, 1996 from BBCI to The Provident Bank.

- The foregoing instruments (each as heretofore amended) are hereinafter collectively called the "Transaction Documents."

Pursuant to the Transfer Agreement dated as of December 23, 1996 (the "Purchase Agreement") between The Provident Bank ("Provident") and BNY Capital Resources Corporation ("BNY"), Provident has agreed to transfer and assign to BNY all right, title and interest of Provident in, to and under the Transaction Documents and the units of railroad equipment subject thereto from time to time.

Provident hereby assigns, transfers and sets over unto BNY, its successors and assigns all right, title and interest of Provident in, to and under the Transaction Documents and the units of railroad equipment subject thereto from time to time. BNY hereby accepts such assignment, transfer and setting over and assumes all of Provident's rights, benefits and interests in, to and under, and Provident's duties, liabilities and obligations under and in respect of, the Transaction Documents SUBJECT NEVERTHELESS to Section 4.8 of the Conditional Sale Agreement.

This Assignment of Instruments shall evidence the assignment of the Transaction Documents on the records of the Surface Transportation Board of the Department of Transportation. Nothing in this Assignment of Instruments shall be deemed to amend, modify or otherwise alter the provisions of the Purchase Agreement.

This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments to be executed by an officer thereunto duly authorized on the \_\_ day of December, 1996.

THE PROVIDENT BANK  
One East Fourth Street  
Suite 700  
Cincinnati, Ohio 45202

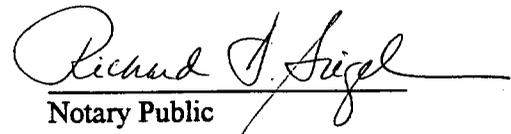
By:   
Name: FORREST C. FRANK  
Title: S.V.P.

BNY CAPITAL RESOURCES  
CORPORATION  
8400 East Prentice Avenue  
Suite 716  
Englewood, Colorado 80111

By: \_\_\_\_\_  
Name:  
Title:

STATE OF OHIO                    )  
  )  
County of Hamilton                )            ss.:

On December \_\_, 1996, before me personally came Forest C. Frank, known to me, who, being sworn by me, deposed and said that he is the Senior Vice President of The Provident Bank, the corporation described in and which executed the above instrument; that he signed his name thereto by authority of the board of directors of the corporation.

  
Notary Public  
Name:

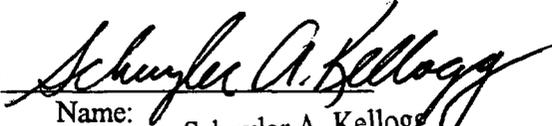
**RICHARD SIEGEL**  
Notary Public, State of Ohio  
My Commission has no Expiration date  
Section 147.03 R. C.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Instruments to be executed by an officer thereunto duly authorized on the \_\_\_ day of December, 1996.

THE PROVIDENT BANK  
One East Fourth Street  
Suite 700  
Cincinnati, Ohio 45202

By: \_\_\_\_\_  
Name:  
Title:

BNY CAPITAL RESOURCES  
CORPORATION  
8400 East Prentice Avenue  
Suite 716  
Englewood, Colorado 80111

By:   
Name: Schuyler A. Kellogg  
Title: Vice President

STATE OF COLORADO     )  
  )  
County of Arapahoe     )     ss.:

On December \_\_, 1996, before me personally came Schuyler A. Kellogg known to me, who, being sworn by me, deposed and said that he is the Vice President of BNY Capital Resources Corporation, the corporation described in and which executed the above instrument; that he signed his name thereto by authority of the board of directors of the corporation.

Diane M Jenneahn  
Notary Public  
Name: Diane M Jenneahn

MY COMMISSION EXPIRES 5/11/98