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OF COUNSEL
URBAN A. LESTER

RECORDATION NO. **15075-E**
FILED 1425

JUN 28 1996 - 11:25 AM

INTERSTATE COMMERCE COMMISSION

JUN 28 11 20 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

June 27, 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 four (4) copies of an Assignment of Instruments, dated as of June 27, 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 secondary documents relating thereto previously filed with the Commission under Recordation Number 15075.

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

Assignee: The Provident Bank
One East Fourth Street
Suite 700
Cincinnati, Ohio 75202

Assignor: Barclays Business Credit, Inc.
(successor by merger to Barclays Leasing, Inc.)
75 Wall Street, 12th Floor
New York, New York 10265

There is no new or additional equipment involved with this filing.

Copy
Country Parts

Mr. Vernon A. Williams
June 27, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies 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/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

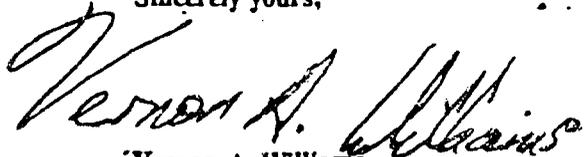
6/28/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

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 6/28/96 at 11:25AM, and assigned recordation number(s). 15075-E.

Sincerely yours,

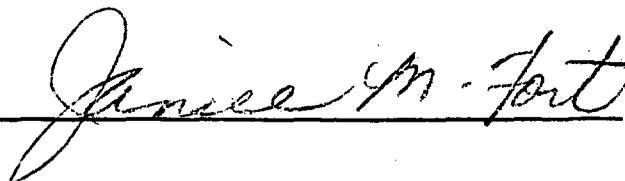


Vernon A. Williams
Secretary

Enclosure(s)

§ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



JUN 28 1996 - 11 25 AM

ASSIGNMENT OF INSTRUMENTS

INTERSTATE COMMERCE COMMISSION

(Relating to Purchase and Sale Agreement)

- Purchase Agreement Assignment dated as of September 1, 1986, between Solvay Polymers, Inc. (f/k/a/ Soltex Polymer Corporation) ("SPI") and Barclays Business Credit, Inc. (successor by merger to Barclays Leasing, Inc. (f/k/a Barclays American/Leasing, Inc.)) ("BBCI"), which has not been filed with the Interstate Commerce Commission.
- Conditional Sale Agreement dated as of September 1, 1986 (the "Conditional Sale Agreement"), between ACF Industries, Inc. ("ACFI") and BBCI, filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. §11303, instrument no. 15075.
- Lease of Railroad Equipment dated as of September 1, 1986, between SPI, lessee, and BBCI, lessor, filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. §11303, instrument no. 15075-B.
- Assignment of Lease and Agreement dated as of September 1, 1986 between BBCI and The Connecticut Bank & Trust Co., N.A. ("CBTC"), filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. §11303, instrument no. 15075-C.
- Assignment of Conditional Sale Indebtedness dated as of September 1, 1986, among ACFI, CBTC and BBCI, filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. §11303, instrument no. 15075-A.
- Amendment to Lease of Railroad Equipment dated November 24, 1992, between SPI and BBCI, filed with Interstate Commerce Commission on March 23, 1995 pursuant to 49 U.S.C. §11303, instrument no. 15075-D.
- Tax Indemnity Agreement dated as of September 1, 1986, between SPI and BBCI.
- Participation Agreement dated as of September 1, 1986 (the "Participation Agreement") among SPI, BBCI, CBTC, Connecticut General Life Insurance Co. and INA Life Insurance Co.
- Irrevocable Letter of Credit No. 40003912 dated October 4, 1995 issued by Bank Brussels Lambert, New York Branch.

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

1. Pursuant to the Purchase and Sale Agreement dated as of March 31, 1996 (the "Purchase Agreement") between BBCI and The Provident Bank, an Ohio corporation ("Provident"), BBCI has agreed to transfer and assign to Provident all right, title and interest of BBCI in, to and under the Transaction Documents and the units of railroad equipment subject thereto from time to time. This assignment, transfer and setting over is made subject in all respects to the rights and remedies of Seller, its successors and assigns, under the Conditional Sale Agreement.

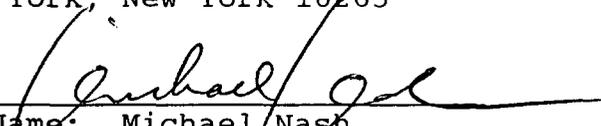
2. BBCI hereby assigns, transfers and sets over unto Provident, its successors and assigns all right, title and interest of BBCI in, to and under the Transaction Documents and the units of railroad equipment subject thereto from time to time. Provident hereby accepts such assignment, transfer and setting over and assumes all of BBCI's rights, benefits, and interests in, to and under, and BBCI's duties, liabilities and obligations under and in respect of, the Transaction Documents SUBJECT NEVERTHELESS to Section 20 of the Conditional Sale Agreement.

3. 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 insofar as Provident and BBCI are concerned.

4. For the benefit of each Lender (as defined in the Participation Agreement) and each other party to the Participation Agreement, Provident (i) confirms that it has become a party to Owner's Basic Agreements (as defined in the Participation Agreement) and (ii) agrees to be bound by all the terms of and will undertake all the obligations of BBCI (as Owner) contained in such Basic Agreements subject to the terms of Section 20 of the Conditional Sale Agreement. This confirmation and agreement by Provident shall be separately enforceable by each such Lender and other party.

IN WITNESS WHEREOF, the parties hereto have caused the Assignment of Instruments to be executed by an officer thereunto duly authorized on the 28th day of June, 1996.

BARCLAYS BUSINESS CREDIT, INC.
75 Wall Street, 12th Floor
New York, New York 10265

By: 
Name: Michael Nash
Title: Senior Vice President

THE PROVIDENT BANK
One East Fourth Street
Suite 700
Cincinnati, Ohio 75202

By: _____
Name: Forest C. Frank
Title: Senior Vice President

IN WITNESS WHEREOF, the parties hereto have caused the Assignment of Instruments to be executed by an officer thereunto duly authorized on the 28th day of June, 1986.

BARCLAYS BUSINESS CREDIT, INC.
75 Wall Street, 12th Floor
New York, New York 10265

By: _____
Name: Michael Nash
Title: Senior Vice President

THE PROVIDENT BANK
One East Fourth Street
Suite 700
Cincinnati, Ohio 75202

By: 
Name: Forest C. Frank
Title: Senior Vice President

STATE OF NEW YORK)
) ss.:
County of New York)

On 6/25, 1996, before me personally came Michael Nash, known to me, who, being sworn by me, deposed; that he is the Senior Vice President of Barclays Business Credit Inc., 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.

Irene Siegel
Notary Public
Name: Irene Siegel

IRENE SIEGEL
Notary Public, State of New York
No. 24-4927894
Qualified in Kings County
Certificate Filed in New York County
Commission Expires April 25, 98

For a corporation:
STATE OF OHIO)

County of HAMILTON) ss.:

On JUNE 25, 1996, before me personally came Forest C. Frank, known to me, who, being sworn by me, deposed; 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.

#20139199.7

[Solvay 1986]

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

6/28/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

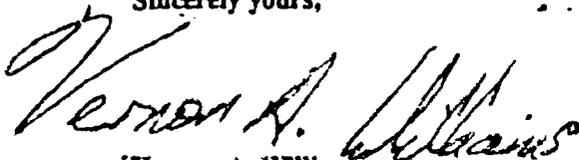
Dear Sir:

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the Interstate Commerce Act, 49 U.S.C. 11303, on 6/28/96 at 11:25AM, and

assigned recordation number(s). 15075-E.

Sincerely yours,



Vernon A. Williams
Secretary

closure(s)

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Janice M. Fort