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RECORDATION NO. 15075-F, G FILED 1425

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INTERNATIONAL COMMERCE COMMISSION

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OF COUNSEL
URBAN A. LESTER

September 30, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 1 11 12 AM '96

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 and Bill of Sale, both dated as of September 30, 1996, secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relates to the Conditional Sale Agreement and secondary documents previously filed with the Commission under Recordation Number 15075.

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

Assignment of Instruments

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

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

Mr. Vernon A. Williams
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Bill of Sale

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

Buyer: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

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

two hundred seventy-one (271) covered hoppers ELTX 1100 through
ELTX 1371 (excluding ELTX 1257)

Also enclosed is a check in the amount of \$44.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 15075-F
OCT 1 1996 11:15 AM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF INSTRUMENTS

* Purchase Agreement Assignment dated as of September 1, 1986, between Solvay Polymers, Inc. (f/k/a/ Soltex Polymer Corporation) ("Solvay") 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, with the Consent and Agreement dated as of September 1, 1986 of ACF Industries, Inc. ("ACFI") attached.

* Conditional Sale Agreement dated as of September 1, 1986 (the "Conditional Sale Agreement"), between ACFI and BBCI, filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. S11303, instrument no. 15075.

* Lease of Railroad Equipment dated as of September 1, 1986, between Solvay, lessee, and BBCI, lessor, filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. S11303, 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"), with the Lessee's Consent and Agreement dated as of September 1, 1986 of Solvay attached, filed with the Interstate Commerce Commission on October 16, 1986 pursuant to 49 U.S.C. S11303, 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. S11303, instrument no. 15075-A.

* Amendment to Lease of Railroad Equipment dated November 24, 1992, between Solvay and BBCI, filed with Interstate Commerce Commission on March 23, 1995 pursuant to 49 U.S.C. S11303, instrument no. 15075-D.

* Tax Indemnity Agreement dated as of September 1, 1986, between Solvay and BBCI.

* Participation Agreement dated as of September 1, 1986 (the "Participation Agreement") among Solvay, BBCI, CBTC, Connecticut General Life Insurance Co. and INA Life Insurance Co.

* The interest of The Provident Bank, an Ohio banking corporation ("Provident"), as successor Owner under the Participation Agreement referred to above in respect of that certain 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 a Purchase and Sale Agreement dated as of March 31, 1996 between BBCI and Provident, BBCI transferred 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. Pursuant to the Transfer Agreement dated as of September 30, 1996 (the "Transfer Agreement") between Provident and The First National Bank of Maryland, a national banking association ("Bank of Maryland"), Provident has agreed to transfer and assign to Bank of Maryland 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. This assignment, transfer and setting over by Provident is made subject in all respects to the rights and remedies of the Seller, its successors and assigns, under the Conditional Sale Agreement.

2. Provident hereby assigns, transfers and sets over unto Bank of Maryland, 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. Bank of Maryland 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 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 Transfer Agreement insofar as Bank of Maryland and Provident are concerned.

4. For the benefit of each Lender (as defined in the Participation Agreement) and each other party to the Participation Agreement, Bank of Maryland (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 Provident (as Owner) contained in such Basic Agreements subject to the terms of Section 20 of the Conditional Sale Agreement. This confirmation and agreement by Bank of Maryland 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 30 day of September, 1996.

THE PROVIDENT BANK

By: 

Name: FOREST C. FRANK

Title: S.V.P.

THE FIRST NATIONAL BANK OF
MARYLAND

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have caused the Assignment of Instruments to be executed by an officer thereunto duly authorized on the 30 day of September, 1996.

THE PROVIDENT BANK

By: _____
Name:
Title:

THE FIRST NATIONAL BANK OF
MARYLAND

By: 
Name: Richard M. Folio
Title: Assistant Vice President

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

On September 26, 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 and 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.

STATE OF MARYLAND)

County of Baltimore) ss.:

On 20th, 1996, before me personally came Richard M. Ellis known to me, who, being sworn by me, deposed and said that [he] resides at Baltimore, Maryland; that [he] is the [president] of The First National Bank of Maryland, 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.

Ast. Vice

Jacqueline Wood
Notary Public

Expire: 4/99