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ROBERT W. ALVORD*
CHARLES T. KAPPLER
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* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

1-337A013

816

December 2, 1991

RECORDATION NO 11632 FILED 1425 **X11632 - X**

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 3 1991 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Release of Agency and Pooling Agreement dated August 29, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to an Agency and Pooling Agreement dated as of March 25, 1980, which was recorded on April 8, 1980 and assigned Recordation Number 11632.

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

Railway Freight Car Services, Inc.
North Shore Towers
269-10C Grand Central Parkway
Floral Park, New York 11005

Forest C. Frank, Attorney In Fact
The Provident Bank
One East Forth Street
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Counterparts - CT, Kappler

NOTICE RECALLING UNIT
DEC 3 12 06 PM '91

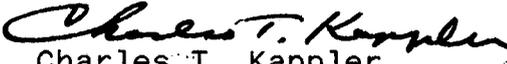
Mr. Sidney L. Strickland, Jr.
December 2, 1991
Page Two

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Release of Agency and Pooling Agreement dated August 29, 1991 covering 20 gondola railcars bearing CAGY marks and numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

SCHEDULE 1

Equipment Description

Twenty (20) 52' 6" 100 Ton gondola railcars equipped with 5' high sides manufactured by Thrall Car Manufacturing Company in 1980 and bearing the following registration numbers:

CAGY 13005, CAGY 13007, CAGY 13008, CAGY 13010, CAGY 13014, and CAGY 13016 through CAGY 13030 (inclusive).

11632-X
RECORDED INDEX

RELEASE
OF
AGENCY AND POOLING AGREEMENT

DEC 3 1991 -12:00 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS, by an Agency and Pooling Agreement ("Agreement") dated as of March 25, 1980 between the Owners listed in Schedule I to the Agreement ("Owners") and Railway Freight Car Services, Inc. ("Agent"), the Owners engaged the Agent to manage the use and operation of fifty (50) 52' 6" 100-ton gondola cars with the Columbus and Greenville Railway Company's Road Numbers 13000-13049 (inclusive); and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission on April 8, 1980 and assigned ICC recordation number 11632; and

WHEREAS, the Owners have terminated the Agreement as to eighteen (18) of the gondola cars pursuant to a Release of Agency and Pooling Agreement dated January 10, 1991 which was recorded with the Interstate Commerce Commission on August 14, 1991, and assigned Interstate Commerce Commission recordation number 11632-U; and

WHEREAS, the Owners desire to terminate the Agreement in accordance with the terms thereof as to an additional twenty (20) of the gondola cars;

NOW, THEREFORE, Owners and Agent hereby acknowledge and agree:

That Agent to date has fulfilled the terms and conditions of the Agreement to be kept by Agent, and further, Owners and Agent, effective November 27, 1991, hereby release the parties from any obligations relating to twenty (20) 52' 6" 100-ton gondola cars listed on Schedule 1 attached hereto accruing or arising on or after such effective date under the Agreement.

IN WITNESS WHEREOF, the parties have executed this instrument on August 29, 1991.

ATTEST:

RAILWAY FREIGHT CAR SERVICES, INC.

BY: Relia Zupfeni
Its: Asst Secretary

BY: Martin J. Hall
Its: V.P.

B & R COMPANY

BY:  AIF
FOREST C. FRANK, ATTORNEY IN FACT

 AIF
SANDRA W. HEIMANN, by
FOREST C. FRANK, ATTORNEY IN FACT

 AIF
ALLEN L. DAVIS, by
FOREST C. FRANK, ATTORNEY IN FACT

 AIF
ROBERT C. LINTZ, by
FOREST C. FRANK, ATTORNEY IN FACT

 AIF
CARL H. LINDNER, III by
FOREST C. FRANK, ATTORNEY IN FACT

 AIF
S. CRAIG LINDNER, by
FOREST C. FRANK, ATTORNEY IN FACT

 AIF
KEITH EDWARD LINDNER, by
FOREST C. FRANK, ATTORNEY IN FACT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 29 day of August, 1991, before me, a notary public, personally appeared MORTON I. HAVB personally known to me, who being duly sworn said that he/she is the V.P. of Railway Freight Car Services, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

HEWITT L. RUBEL
NOTARY PUBLIC, State of New York
No. 31-8691100
Qualified in New York County
Commission Expires Nov. 30, 1992

My Commission Expires: 11/30/92

STATE OF OHIO)
COUNTY OF HAMILTON)

On this 12th day of August, 1991, before me, a notary public, personally appeared FOREST C. FRANK, personally known to me, who being duly sworn said that he/she is the Attorney in Fact of B & R Company, Sandra W. Heimann, Allen L. Davis, Robert C. Lintz, Carl H. Lindner, III, S. Craig Lindner, and Keith Edward Lindner, that said instrument was signed on behalf of said individuals by

authority of its power of attorney and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said individuals.


Notary Public

RICHARD SIEGEL

Notary Public, State of Ohio

My Commission has no Expiration date

Section 147.03 R. C.

My Commission Expires: _____

SCHEDULE 1

Equipment Description

Twenty (20) 52' 6" 100 Ton gondola railcars equipped with 5' high sides manufactured by Thrall Car Manufacturing Company in 1980 and bearing the following registration numbers:

CAGY 13005, CAGY 13007, CAGY 13008, CAGY 13010, CAGY 13014, and CAGY 13016 through CAGY 13030 (inclusive).