

Counterparts - Edmund Levin

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N W
SUITE 200
WASHINGTON, D C
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION No. 18622-A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 27, 1997

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 Release, dated as of March 31, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Loan and Security Agreement with Compass Boxcar Limited Liability Company previously filed with the Commission under Recordation Number 18622

The name and address of the party to the enclosed document are

Secured Party The Provident Bank
One East Fourth Street, Suite 700
Cincinnati, Ohio 75202

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

seventy-three (73) boxcars bearing reporting marks and road numbers
AJPX 1200 through AJPX 1227, inclusive, and AJPX 1229 through
AJPX 1273, inclusive

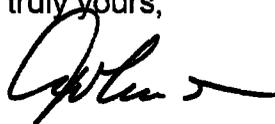
RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 31 2 46 PM '97

Mr. Vernon A. Williams
March 27, 1997
Page 2

Also enclosed is a check in the amount of \$24 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 "Robert W. Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

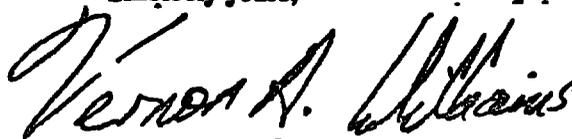
3/31/97

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 3/31/97 at 2:46PM, 2:47PM and 2:48PM
assigned recordation number(s). 18622-A, 18623-A and 18623-B.

Sincerely yours,

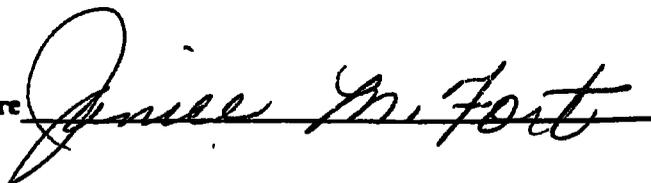


Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 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



RECORDATION No. 18622-A

RECEIVED
SURFACE TRANSPORTATION
BOARD

RELEASE

MAR 31 2 46 PM '97

For valuable consideration, receipt of which is hereby acknowledged, The Provident Bank, an Ohio banking corporation, does hereby (i) release the seventy-three (73) 100-ton, roller bearing 60 foot RBL, nonmechanical refrigerated insulated boxcars equipped with 10 foot plug doors and moveable interior bulkheads having car numbers AJPX 1200 to AJPX 1227, inclusive, and AJPX 1229 to AJPX 1273, inclusive, from the lien of the Loan and Security Agreement dated as of December 1, 1993, between The Provident Bank and Compass Boxcar Limited Liability Company, a Delaware limited liability company (the "Loan and Security Agreement"), heretofore recorded with the Interstate Commerce Commission on December 23, 1993, and assigned Recordation No. 18622, (ii) release the Collateral (as defined in the Loan and Security Agreement) other than the seventy-three (73) boxcars described in the preceding clause (i) from the lien of the Loan and Security Agreement and (iii) confirms and agrees that the Loan and Security Agreement is hereby terminated and shall be of no further force and effect, except with respect to any indemnification or similar obligations which by their terms survive the termination of Loan and Security Agreement.

The Provident Bank hereby assigns the Guaranty (as defined in the Loan and Security Agreement) to Compass Boxcar Limited Liability Company; provided, however, excluded from such assignment are the rights of The Provident Bank to any indemnity payments under the Guaranty or liability insurance proceeds arising from events occurring prior to the date hereof and the right to enforce payment thereof.

Date: March 31, 1997

THE PROVIDENT BANK

By:


Name: Darlo L. Townsend
Title: Vice President

STATE OF OHIO)
)
County of Hamilton) ss:

On March 26, 1997, before me personally came Darla L. Townsend, known to me, who being sworn by me, deposed and said that she is the Vice President of The Provident Bank, the corporation described in and which executed the above instrument; that she signed her name thereto and by authority of the board of directors of the corporation.

STACI J. McQUEARY
Notary Public, State of Ohio
My Commission Expires Jan. 25, 1998


Notary Public
Name: Staci J. McQueary