

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

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

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

OF COUNSEL
URBAN A. LESTER

August 25, 2000

RECORDATION NO. 16401-F FILED
AUG 25 '00 1:59 PM
SURFACE TRANSPORTATION BOARD

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 three (3) copies of a Memorandum of Assignment and Assumption Agreement, dated August 25, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 16401-A.

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

Assignor: Teco Investments, Inc.
 702 North Franklin Street
 Tampa, FL 33602

Assignee: The Provident Bank
 One East Fourth Street
 Cincinnati, OH 45202

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

21 locomotives within the series GTW 4600 - GTW 6419 and CV 4999

Mr. Vernon A. Williams
August 25, 2000
Page Two

A short summary of the document to appear in the index follows:

Assignment of Lease from Teco Investments, Inc. to The Provident Bank
covering 21 locomotives within the series GTW 4600 - GTW 6419 and CV 4999.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross indexing 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", with a long horizontal flourish extending to the right.

Robert W. Alvord

AUG 25 '00 : 1:59 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT** SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 25, 2000, by and between TECO INVESTMENTS, INC., a Florida corporation ("Assignor"), and THE PROVIDENT BANK, an Ohio banking corporation ("Assignee").

WITNESSETH:

1. Assignor has assigned to Assignee that certain Lease of Railroad Equipment, dated as of June 1, 1989, between Grand Trunk Western Railroad Incorporated, successor to Grand Trunk Western Railroad Company and Assignor for twenty-one (21) locomotives bearing the railroad reporting markings set forth on Schedule I.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth above.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum of Assignment Agreement as of the date first set forth above.

TECO INVESTMENTS, INC.

By: *SW Callahan*
Name: *SW Callahan*
Title: *Vice President*

THE PROVIDENT BANK

By: _____
Name: _____
Title: _____

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August ____, 2000, by and between TECO INVESTMENTS, INC., a Florida corporation ("Assignor"), and THE PROVIDENT BANK, an Ohio banking corporation ("Assignee").

WITNESSETH:

1. Assignor has assigned to Assignee that certain Lease of Railroad Equipment, dated as of June 1, 1989, between Grand Trunk Western Railroad Incorporated, successor to Grand Trunk Western Railroad Company and Assignor for twenty-one (21) locomotives bearing the railroad reporting markings set forth on Schedule I.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth above.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum of Assignment Agreement as of the date first set forth above.

TECO INVESTMENTS, INC.

By: _____
Name: _____
Title: _____

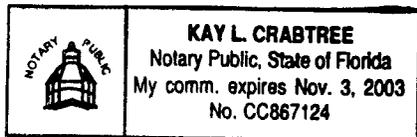
THE PROVIDENT BANK

By: *Darla L. Townsend*
Name: Darla L. Townsend
Title: Vice President

STATE OF Florida)
) SS:
COUNTY OF Hillsborough)

On this 23rd day of August 2000, before me the subscriber, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Sandra Callahan to me personally known, who stated and acknowledged that she is the Vice President of TECO INVESTMENTS, INC., a Florida corporation, and duly authorized by authority of the Board of Directors or Bylaws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23rd day of August, 2000.



Kay L. Crabtree
Notary Public
My commission expires: 11/3/03

STATE OF _____)
) SS:
COUNTY OF _____)

On this _____ day of August, 2000, before me the subscriber, a Notary Public, duly commissioned, qualified and acting, within and for said State, appeared in person the within named _____, to me personally known, who stated and acknowledged that he/she is the _____ of THE PROVIDENT BANK, an Ohio banking corporation, and duly authorized by authority of the Board of Directors or Bylaws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this _____ day of August, 2000.

Notary Public
My commission expires: _____

STATE OF _____)
) SS:
COUNTY OF _____)

On this ____ day of August 2000, before me the subscriber, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named _____ to me personally known, who stated and acknowledged that he is the _____ of TECO INVESTMENTS, INC., a Florida corporation, and duly authorized by authority of the Board of Directors or Bylaws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this ____ day of August, 2000.

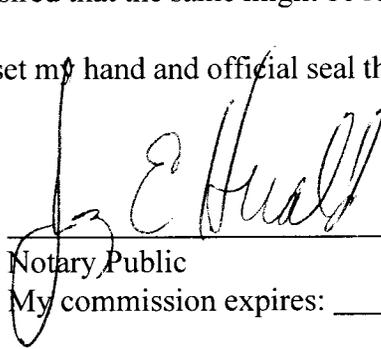
Notary Public
My commission expires: _____

STATE OF Ohio)
) SS:
COUNTY OF Hamilton)

On this 2nd day of August, 2000, before me the subscriber, a Notary Public, duly commissioned, qualified and acting, within and for said State, appeared in person the within named Darrel L. Townsend, to me personally known, who stated and acknowledged that he/she is the Vice President of THE PROVIDENT BANK, an Ohio banking corporation, and duly authorized by authority of the Board of Directors or Bylaws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2nd day of August, 2000.

JOY E. HERALD
Notary Public, State of Ohio
My Commission Expires Oct. 2, 2000



Notary Public
My commission expires: _____

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Twenty-one (21) rebuilt, various model General Motors Corporation, Electro-Motive Division ("EMD") diesel electric locomotives, comprising five (5) groups as follows:

- Nine (9) EMD Model GP9, 1750 horsepower, four-axle, general purpose locomotives, road numbers GTW-4600-GTW 4608, inclusive;
- One (1) EMD Model GP38AC, 2000 horsepower, four-axle, general purpose locomotive, road number CV-4999 (previously numbered GTW 5807);
- Six (6) EMD Model GP38-2, 2000 horsepower, four-axle, general purpose locomotives, road numbers GTW-5844-GTW 5849, inclusive;
- three (3) EMD Model GP40-2, 3000 horsepower, four-axle, general purpose locomotives, road numbers GTW 6416, GTW 6418 and GTW 6419; and
- two (2) EMD Model SD40, 3000 horsepower, six-axle, road locomotives, road numbers GTW 5917 and GTW 5920.