

-A

19408-A

MAY 1 1995

ICC for Grupo [26.1]

MEMORANDUM of ASSIGNMENT OF SECURITY INTEREST IN LEASE dated as of April 28, 1995, among First Security Bank of Utah, N.A., not in its individual capacity, but solely as Owner Trustee, (hereinafter called the Borrower), and The Provident Bank (hereinafter called the Secured Party).

WHEREAS the Borrower, and Grupo Fyl, S.A. de C.V. have entered into that Lease Agreement dated as of April 28, 1995 and supplements thereto, for the lease of the equipment set forth on Exhibit A hereto bearing the road numbers shown on such Exhibit (the "Lease"); and

WHEREAS the Borrower and the Secured Party are entering into that certain Owner Security Agreement dated as of the date hereof and supplements thereto, pursuant to which a security interest in the aforesaid Lease and supplements thereto are being assigned by the Borrower to the Secured Party.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of a security interest in the aforesaid Lease to the Secured Party, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

Borrower/Lessor/Assignor/Lessee

First Security Bank of Utah, N.A., not in its individual capacity, but solely as Owner Trustee

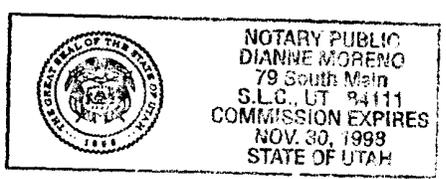
By: Nancy M. Dahl

Its: ASSISTANT VICE PRESIDENT

STATE OF UTAH)
) SS:
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 10 day of May, 1995 by Nancy M. Dahl, Asst. Vice President of First Security Bank of Utah, N.A., a national banking association, on behalf of the national banking association

Dianne Moreno
Notary Public



Secured Party/Assignee

The Provident Bank

By: [Signature]

Title: V.P.

STATE OF OHIO)
COUNTY OF Hamilton) SS:

The foregoing instrument was acknowledged before me this 3rd day of May, 1995 by Forest Bank V.P., of Provident Bank, an Ohio corporation, on behalf of the corporation

[Signature]
Notary Public
BRENDA L. JONES
Notary Public, State of Ohio
My Commission Expires October 15, 1998

Grupo Fyl, S.A. de C.V.
(Lessee/ Consenting Party)

By: [Signature]

Title: Vice President Business Development

STATE OF GEORGIA)
COUNTY OF Fulton) SS:

The foregoing instrument was acknowledged before me this 5th day of MAY, 1995 by Kevin F. O'Gara Jr., vice president, Business Development of Grupo Fyl, S.A. de C.V., a Mexican corporation, on behalf of the corporation

[Signature]
Notary Public
Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999

EXHIBIT A

DESCRIPTION OF EQUIPMENT

COVERS
✓ Gondola Cars

300 52'-6" 100 -ton all side gondola cars built in Mexico by Coconstructora Nacional with a steel plate floor, nonterminating fixed ends, heavy duty structural tubing top chords, rigid underframes; and ABD or ABDW standard brakes; and Barber S2-C trucks. The cars are a 263,000 lb. gross rail load design, with an inside height of 5'-0". The cars will operate under GNRK designation with numbers 5000-5299 and formerly operated under NDM reporting marks and car numbers within the series NDM 115000-118499 and 130000-130999

Autoracks

52 89-foot, 70-ton, platform railcars equipped with trilevel autoracks formerly operated under GTW reporting marks and car numbers within the series GTW 311000-311208 and then under GNRK reporting marks and car numbers within the series GNRK 311000-311208 (to be operated henceforth under NDM reporting marks and car numbers within the series NDM 160000 - 160051).

Together with all modifications, attachments, improvements, replacements and substitutions therefore and thereto.