

0100624012

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005

19409 JA

OFFICE (202) 371-9500

RECORDATION NO. FILED TELECOPIER (202) 371-0900

MAY 12 1995 11 35 AM

May 12, 1995

New Recordation No. and -A

42.00 filing fee

Dear Mr. Williams:

On behalf of The Provident Bank, I submit for filing and recording under 49 U.S.C § 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Agreement ("Lease") executed as of April 28, 1995 and a related secondary document, not previously recorded, entitled Memorandum of Assignment of Security Interest in Lease ("Security Interest Assignment") dated as of April 28, 1995.

1. The parties to the enclosed Lease are:

First Security Bank of Utah, N.A. 79 South Main Street Salt Lake City, Utah 84111	-	LESSOR
Grupo Fyl, S.A. de C.V. Tuxpan No. 54, Desp. 1009 Col. Roma Sur 06760 Mexico, DF	-	LESSEE

The said Lease, among other things, acts to lease to the Lessee by the Lessor 52-89-foot, 70-ton, platform railcars equipped with trilevel autoracks.

The equipment specifically covered by the instant Lease is as identified as 52-89-foot, 70-ton, platform railcars equipped with trilevel autoracks from the series, (1) formerly operated under, GTW 311000 - 311208 and (2) then under GNRR 311000 - 311208 and to be operated henceforth under identification numbers NDM 160000 - 160051.

A short summary of the Lease to appear in the ICC Index is as follows:

"Covers 52-89-foot, 70-ton, platform railcars equipped with trilevel autoracks from within two series of designated numbers: GTW and GNRR and now identified under NDM 160000 - 160051."

2. The parties to the enclosed Security Interest Assignment are:

First Security Bank of Utah, N.A. 79 South Main Street Salt Lake City, Utah 84111	-	ASSIGNOR
---	---	----------

*Counterparts of H. Williams &*

LICENSING DIVISION  
MAY 12 1995  
11 30 AM

DONELAN, CLEARY, WOOD & MASER, P.C.

The Provident Bank  
One East Fourth Street  
Cincinnati, Ohio 45202

- ASSIGNEE

The said Security Interest Assignment, among other things, acts to assign to Assignee a security interest in all right, title and interest of Assignor as Lessor in the Lease and should be recorded as "-A" under the same Recordation No. as the said Lease.

The equipment covered by the instant Security Interest Assignment is the equipment covered in the above-mentioned Lease.

A short summary of the Security Interest Assignment to appear in the ICC Index is as follows:

"Assignment of security interest in above lease."

Please index separately the name of the above-mentioned Assignee, The Provident Bank in the ICC "Vendee/Assignee" Index Book ("white pages") as follows: Index under The Provident Bank, saying "See Recordation No. 19409-A."

Enclosed is a check in the amount of forty two dollars (\$42.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.  
*Attorney for The Provident Bank for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423  
Enclosures  
BY HAND  
5310-020



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 08<sup>th</sup> day of May, 1995 by Frank [Signature], 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, 1996

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 5<sup>th</sup> day of MAY, 1995 by Kevin F. O'Garra 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**

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 GNRR designation with numbers 5000-5299 and formerly operated under NDM reporting marks and car numbers within the series NDM 115000-118499 and 130000-130999

✓ COVERS  
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 GNRR reporting marks and car numbers within the series GNRR 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.