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

ATTORNEYS AND COUNSELORS AT LAW

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19409 JA

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MAY 16 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. - LESSOR  
79 South Main Street  
Salt Lake City, Utah 84111

Grupo Fyl, S.A. de C.V. - LESSEE  
Tuxpan No. 54, Desp. 1009  
Col. Roma Sur  
06760 Mexico, DF

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. - ASSIGNOR  
79 South Main Street  
Salt Lake City, Utah 84111

*Counterparts of Williams &*

LICENSING DIVISION  
MAY 12 1995  
11 30 AM

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

NEW REC NO

RECORDATION NO. 19409 FILED 1425

**MEMORANDUM OF AGREEMENT**

MAY 12 1995 10 35 AM

1. First Security Bank of Utah, N.A. (not in its individual capacity, but solely as Trustee under Trust Agreement dated as of APRIL 28, 1995) ("First Security") and Grupo Fyl, S.A. de C.V. ("Grupo Fyl") have entered into a Lease Agreement dated APRIL 28, 1995, pursuant to which First Security has agreed to lease to Grupo Fyl 32 89-foot, 70-ton, platform railcars equipped with trilevel motorcars formerly operated under GTW reporting marks and car numbers within the series GTW 11000 - 311208 and then under GNRK reporting marks and car numbers within the series GNRK 11000 - 311208 (to be operated henceforth under NDM reporting marks and car numbers within the series NDM 160000 - 160050). [Pursuant to the same Lease Agreement, Grupo Fyl has agreed to lease to First Security 300 52' 6", 100-ton, 5-foot high side gondola cars formerly operated under NDM reporting marks and car numbers within the series NDM 113000 - 118499 and 130000 - 130999 (to be operated henceforth under the reporting marks and car numbers GNRK 5000 - 5299)].

2. The addresses of the parties are as follows:

First Security Bank of Utah, N.A. (Lessor)  
79 South Main Street  
Salt Lake City, Utah 84111  
Attn: Corporate Trust Administration

Grupo Fyl, S.A. de C.V. (Lessee)  
Tuxpan No. 54, Desp. 1009  
Col. Roma Sur  
08760 Mexico, DF

3. The term of the lease is for three years from the date on which delivery and acceptance of the motorcars as well as the gondolas is completed.

4. The terms and provisions of the lease are more particularly set forth in the Lease Agreement dated APRIL 28, 1995, between First Security and Grupo Fyl.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as on 28<sup>th</sup> day of APRIL, 1995.



FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of APRIL 28, 1995

By: Nancy M. Dahl  
Name/Title: Nancy M. Dahl Asst. Vice President

[CORPORATE SEAL]

GRUPO FYL, S.A. de C.V.

By: Kenneth F. O'Keefe  
Name/Title: Kenneth F. O'Keefe Vice President

[CORPORATE SEAL]

**MEMORANDUM OF AGREEMENT**

1. First Security Bank of Utah, N.A. (not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of APRIL 28, 1995) ("First Security") and Grupo Fyl, S.A. de C.V. ("Grupo Fyl") have entered into a Lease Agreement dated APRIL 28, 1995, pursuant to which First Security has agreed to lease to Grupo Fyl 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 - 160050). [Pursuant to the same Lease Agreement, Grupo Fyl has agreed to lease to First Security 300 52' 6", 100-ton, 5-foot high side gondola cars formerly operated under NDM reporting marks and car numbers within the series NDM 115000 - 118499 and 130000 - 130999 (to be operated henceforth under the reporting marks and car numbers GNRR 5000 - 5299)].

2. The addresses of the parties are as follows:

First Security Bank of Utah, N.A. (Lessor)  
79 South Main Street  
Salt Lake City, Utah 84111  
Attn: Corporate Trust Administration

Grupo Fyl, S.A. de C.V (Lessee)  
Tuxpan No. 54, Desp. 1009  
Col. Roma Sur  
06760 Mexico, DF

3. The term of the lease is for three years from the date on which delivery and acceptance of all of the autoracks as well as the gondolas is completed.

4. The terms and provisions of the lease are more particularly set forth in the Lease Agreement dated APRIL 28, 1995, between First Security and Grupo Fyl.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of the 28<sup>th</sup> day of APRIL, 1995.

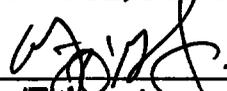
FIRST SECURITY BANK OF UTAH, N.A., not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of \_\_\_\_\_, 1995

By: \_\_\_\_\_

Name/Title: \_\_\_\_\_

[CORPORATE SEAL]

GRUPO FYL, S.A. de C.V

By: 

Name/Title: KEVIN F. O'GARA, JR. VICE PRESIDENT

[CORPORATE SEAL]



STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

On the \_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is \_\_\_\_\_ of \_\_\_\_\_, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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  
My commission expires:

[NOTARIAL SEAL]

STATE OF Georgia  
COUNTY OF Fulton

On the \_\_\_ day of \_\_\_\_\_, 1995, before me personally appeared Kevin J. O'Hara, Jr., to me personally known, who being by me duly sworn says that he is Vice President of Grupo Fyl, S.A. de C.V.; and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Joy J. Hardin  
\_\_\_\_\_  
Notary Public  
My commission expires: Notary Public, Coweta County, Georgia  
My Commission Expires March 30, 1999

[NOTARIAL SEAL]