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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

February 4, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement Schedule No. 11, dated as of July 22, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Ferrocarril Mexicano, S.A. de C.V.
Bosque de Ciruelos No. 180, Piso 3
Col. Bosques de las Lomas
Mexico City, Mexico 11700

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

40 auto hauler railcars: AOK 502751 – AOK 502790 (to be remarked and renumbered FXE 518100 – FXE 518139).

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

Memorandum of Lease Agreement Schedule No. 11.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

This is a Memorandum of Schedule No. 11 dated July 22, 2013, and effective as of July 22, 2013, to a Lease Agreement made and entered into as of May 16, 2000, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor") and Ferrocarril Mexicano, S.A. de C.V., a Mexican corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty (40) Auto-Max® two-unit articulated auto hauler railcars. At the time of delivery the Cars will bear the reporting marks and numbers as set forth in the Rail Equipment List attached hereto as Exhibit A, and the Cars will subsequently be remarked as indicated in Exhibit A.
2. Schedule No. 11 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 11, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

GREENBRIER LEASING COMPANY LLC

BY: 
NAME: JIM SHARP
TITLE: PRESIDENT

We certify that we hold the titles set forth below, that this instrument was signed on behalf of the Lessee by authority of its governing body and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

FERROCARRIL MEXICANO, S.A. de C.V.

BY: 
Ing. Florentino Matadamas Hernández
Director de Abastecimientos

By: 
C.P. Claudia Elizabeth Abauza Castillo
Subdirector de Contraloría





**EXHIBIT A
RAIL EQUIPMENT LIST**

Marks and Numbers at Delivery		Marks and Numbers after Remarking	
AOK	502751	FXE	518100
AOK	502752	FXE	518101
AOK	502753	FXE	518102
AOK	502754	FXE	518103
AOK	502755	FXE	518104
AOK	502756	FXE	518105
AOK	502757	FXE	518106
AOK	502758	FXE	518107
AOK	502759	FXE	518108
AOK	502760	FXE	518109
AOK	502761	FXE	518110
AOK	502762	FXE	518111
AOK	502763	FXE	518112
AOK	502764	FXE	518113
AOK	502765	FXE	518114
AOK	502766	FXE	518115
AOK	502767	FXE	518116
AOK	502768	FXE	518117
AOK	502769	FXE	518118
AOK	502770	FXE	518119
AOK	502771	FXE	518120
AOK	502772	FXE	518121
AOK	502773	FXE	518122
AOK	502774	FXE	518123
AOK	502775	FXE	518124
AOK	502776	FXE	518125
AOK	502777	FXE	518126
AOK	502778	FXE	518127
AOK	502779	FXE	518128
AOK	502780	FXE	518129
AOK	502781	FXE	518130
AOK	502782	FXE	518131
AOK	502783	FXE	518132
AOK	502784	FXE	518133
AOK	502785	FXE	518134
AOK	502786	FXE	518135
AOK	502787	FXE	518136
AOK	502788	FXE	518137
AOK	502789	FXE	518138
AOK	502790	FXE	518139

EW



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/4/14

Edward M Luria

Edward M. Luria