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

January 6, 2015

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 an Amendment No. 1 to Lease Schedule No. 11, dated as of December 9, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Schedule No. 11 previously filed with the Board under Recordation Number 31072.

The name and address of the party to the enclosed document are:

Assignee:	Bridge Capital Leasing, Inc. 215 Schilling Circle Hunt Valley, MD 21031
Lessor:	Greenbrier Leasing Company LLC One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 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
January 6, 2015
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A description of the railroad equipment covered by the enclosed document is:

20 railcars ASSIGNED within the series FXE 518100 – FXE 518119 (previously marked within the series AOK 502751 – AOK 502770), and 20 railcars REMOVED within the series FXE 518120 – FXE 51839 (previously marked within the series AOK 502771 – AOK 502790) as more particularly set forth on the attachment to the document.

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

Amendment No. 1 to Lease Schedule No. 11.

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

**AMENDMENT NO. 1
TO
LEASE SCHEDULE NO. 11**

This Amendment No. 1 ("Amendment") dated December 9, 2014 (the "Effective Date"), modifies the terms of Schedule No. 11 dated as of July 22, 2013 (the "Schedule") to the Lease Agreement dated May 16, 2000 (the "Agreement"), by and among Greenbrier Leasing Company LLC ("GLC"), Bridge Capital Leasing, Inc., as assignee of GLC ("Bridge"), and Ferrocarril Mexicano, S.A. de C.V. ("Lessee"). Capitalized terms not defined herein will have the meanings ascribed to them in the Agreement and the Schedule.

WHEREAS, Lessee leased forty (40) Auto-Max III @ two-unit articulated auto hauler railcars (the "Original Cars") from GLC pursuant to the Agreement and the Schedule; and

WHEREAS, GLC filed a Memorandum of Schedule No. 11 with the Surface Transportation Board on February 5, 2014, at 9:00 a.m. under recordation number 31072; and

WHEREAS, GLC sold the twenty (20) Original Cars listed in Exhibit A hereto (the "Assigned Cars"), and partially assigned the Schedule to the extent it related to the Assigned Cars, and the Agreement as it pertained to the Schedule and the Assigned Cars, to Bridge effective as of February 21, 2014; and

WHEREAS, in connection with the sale of the Assigned Cars, GLC and Bridge filed a Memorandum of Assignment and Assumption of Lease with respect to the Assigned Cars and the Schedule as it pertains to the Assigned Cars; and

WHEREAS, Bridge, GLC and Lessee wish to amend the Schedule to remove the twenty (20) Original Cars listed on Exhibit B hereto (the "Removed Cars") from the Schedule.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration the receipt of which is hereby acknowledged, Lessor and Lessee hereby agree to the following:

1. The twenty (20) Removed Cars are removed from the Schedule effective as of the Effective Date.
2. All other terms and conditions of the Agreement and the Schedule not specifically amended hereby shall remain in full force and effect.

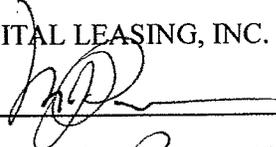
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IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated above.

BRIDGE:

BRIDGE CAPITAL LEASING, INC.

By: 

Name: M. POWERS

Title: JVP

GLC:

GREENBRIER LEASING COMPANY LLC

By: _____

Name: _____

Title: _____

LESSEE:

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

By: _____
Ing. Florentino Matadamas Hernández

Title: Director de Abastecimientos

By: _____
C.P. Claudia Elizabeth Abaunza Castillo

Title: Subdirector de Contraloría

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed on the date indicated above.

BRIDGE:

BRIDGE CAPITAL LEASING, INC.

By: _____

Name: _____

Title: _____

GLC:

GREENBRIER LEASING COMPANY LLC

By: _____

Name: Larry Stanley

Title: Senior Vice President

LESSEE:

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

By: _____

Ing. Florentino Matadamas Hernández

Title: Director de Abastecimientos

By: _____

C.P. Claudia Elizabeth Abaunza Castillo

Title: Subdirector de Contraloría



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Handwritten initials

Handwritten initials

EXHIBIT A

Assigned Cars

Initial Mark	Initial Number	New Mark	New Number
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



EXHIBIT B

Removed Cars

Initial Mark	Initial Number	Current Mark	Current Number
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

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Handwritten signature

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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: 1/6/15

Edward M Luria
Edward M. Luria