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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

Kim Bartman

September 23, 1999

22419, A, B, C

RECORDATION NO. _____ FILED

SEP 23 '99 11-35 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Summary of Locomotive Head Lease, dated as of September 8, 1999, a primary document, as defined in the Board's Rules for the Recordation of Documents, and four (4) copies of each of the following secondary documents related thereto: Summary of Locomotive Sublease, Summary of Mortgage and Security Agreement and Summary of Locomotive Sale Agreement, all dated September 8, 1999.

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

Locomotive Head Lease

Lessor: Edmun Inc.
1900 33-7th Avenue S.W.
Calgary, Alberta T2P 2Z1
CANADA

Lessee: General Motors de Mexico, S. de R.L. de C.V.
Oficinas Generales
Lago Victoria 74-80, Piso
11520 Mexico D.F.

#3628

Locomotive Sublease

Lessor: General Motors de Mexico, S. de R.L. de C.V.
Oficinas Generales
Lago Victoria 74-80, Piso
11520 Mexico D.F.

Lessee: TFM, S.A. de C.V.
Periferico Sur No. 4829
Colonia Parques del Pedregal
D.F. C.P. 14010 Mexico

Mortgage and Security Agreement

Debtor: Edmun Inc.
1900 33-7th Avenue S.W.
Calgary, Alberta T2P 2Z1
CANADA

Secured Parties: Export Development Corporation
151 O'Connor Street
Ottawa, Ontario K1A 1K3
CANADA

Kreditanstalt fur Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main
Germany

Locomotive Sale Agreement

Seller: General Motors Corporation (Electro-Motive Division)
9301 West 55th Street
LaGrange, Illinois 60525

Buyer: Edmun Inc.
1900 33-7th Avenue S.W.
Calgary, Alberta T2P 2Z1
CANADA

A description of the railroad equipment covered by the enclosed documents is:

seventy-five (75) locomotives bearing reporting marks
and road numbers TFM 1600 through TFM 1674

Also enclosed is a check in the amount of $104.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 22419 FILED

SEP 23 '99 11-35 AM

SUMMARY OF LOCOMOTIVE HEAD LEASE

This summary is for recordation with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) evidencing the following Locomotive Head Lease dated and effective as of September 8, 1999 by **EDMUN INC.**, a corporation incorporated under the laws of Alberta (the "**Lessor**"), and **GENERAL MOTORS de MEXICO, S. de R.L. de C.V.**, a corporation incorporated under the laws of Mexico ("**Lessee**"), (the "**Head Lease**").

WHEREAS the Lessee and the Lessor have entered into a lease of locomotives listed in Schedule "A" attached hereto bearing the road numbers of 1600 to 1674 as listed in Schedule "A" together with all appliances, units, components, parts, instruments, appurtenances, accessories, furnishings and other equipment of whatever nature incorporated or installed in or attached to or otherwise included as part of the locomotives; and all additions and alterations thereof, replacements thereof and substitutions therefor; and certain documents relating thereto. The locomotives listed in Schedule "A" will be delivered from time to time in designated groups consisting of 1 to 5 locomotives (the "**Locomotive Group**"). Upon delivery of a Locomotive Group each individual locomotive in the group will be identified by road number(s) under a separate lease supplement executed by the parties and subjecting each Locomotive Group to the Head Lease. The deliveries of Locomotive Group(s) will continue until all such locomotives listed in Schedule "A" are delivered to the Lessee.

This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

IN WITNESS whereof, the parties wish to show for the public record the Head Lease and accordingly have caused this summary to be executed by their respective officers thereunto duly authorized, dated as of September 8, 1999.

EDMUN INC.

By: _____

Name: PM SMITH

Title: VP

GENERAL MOTORS de MEXICO, S. de R.L. de C.V.

By: _____

Name: Name

Title: Title

SUMMARY OF LOCOMOTIVE HEAD LEASE

This summary is for recordation with the Surface Transportation Board pursuant to 49 U.S.C. 11301(a) evidencing the following Locomotive Head Lease dated and effective as of September _____, 1999 by **EDMUN INC.**, a corporation incorporated under the laws of Alberta (the "**Lessor**"), and **GENERAL MOTORS de MEXICO, S. de R.L. de C.V.**, a corporation incorporated under the laws of Mexico ("**Lessee**"), (the "**Head Lease**").

WHEREAS the Lessee and the Lessor have entered into a lease of locomotives listed in Schedule "A" attached hereto bearing the road numbers of 1600 to 1674 as listed in Schedule "A" together with all appliances, units, components, parts, instruments, appurtenances, accessories, furnishings and other equipment of whatever nature incorporated or installed in or attached to or otherwise included as part of the locomotives; and all additions and alterations thereof, replacements thereof and substitutions therefor; and certain documents relating thereto. The locomotives listed in Schedule "A" will be delivered from time to time in designated groups consisting of 1 to 5 locomotives (the "**Locomotive Group**"). Upon delivery of a Locomotive Group each individual locomotive in the group will be identified by road number(s) under a separate lease supplement executed by the parties and subjecting each Locomotive Group to the Head Lease. The deliveries of Locomotive Group(s) will continue until all such locomotives listed in Schedule "A" are delivered to the Lessee.

This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

IN WITNESS whereof, the parties wish to show for the public record the Head Lease and accordingly have caused this summary to be executed by their respective officers thereunto duly authorized, dated as of September _____, 1999.

EDMUN INC.

By: _____

Name:

Title:

GENERAL MOTORS de MEXICO, S. de R.L. de C.V.

By: _____

Name: Name IVANA MARTINEZ

Title: Title ATTORNEY - IN - FACT

SCHEDULE "A"

75 General Motors SD70MAC
4,000 horse power diesel-electric locomotives

ROAD NUMBER	ROAD NUMBER	ROAD NUMBER
1600	1625	1650
1601	1626	1651
1602	1627	1652
1603	1628	1653
1604	1629	1654
1605	1630	1655
1606	1631	1656
1607	1632	1657
1608	1633	1658
1609	1634	1659
1610	1635	1660
1611	1636	1661
1612	1637	1662
1613	1638	1663
1614	1639	1664
1615	1640	1665
1616	1641	1666
1617	1642	1667
1618	1643	1668
1619	1644	1669
1620	1645	1670
1621	1646	1671
1622	1647	1672
1623	1648	1673
1624	1649	1674

Total Units = 75

District of Columbia)
) ss:
City of Washington)

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Summary of Locomotive Head Lease", dated as of September 8, 1999, by EDMUN INC., Lessor and GENERAL MOTORS de MEXICO, S. de R.L. de C.V., Lessee, is a true and complete copy of the original thereof.

Certified this 23rd day of September, 1999.

Kim L. Bartman
NOTARY PUBLIC

My commission expires: 3-31-2000