

**THE  
GREENBRIER  
COMPANIES**

RECORDATION NO 27139 FILED

AUG 31 '07

2-15 PM

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

**SURFACE TRANSPORTATION BOARD**

August 29, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423-0001



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated May 1, 2006, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

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

Lessee: Ferromex, S.A. de C.V.  
Formerly known as Ferrocarril Mexicano, S.A. de C.V.  
Bosque de Ciruelos No 99  
Col. Bosques de las Lomas  
Mexico, D.F. 11700

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

Thirty (30) 3-unit articulated double-stack ("Maxi-IV") container cars with 53-foot wells bearing marks and numbers AOK 55346 through AOK 55375, inclusive.

Also enclosed is a payment of \$35 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

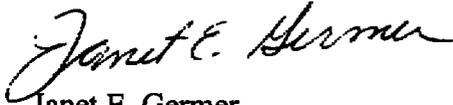
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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of May 1, 2006, between Greenbrier Leasing Company LLC, Lessor, and Ferromex, S.A. de C.V., Lessee.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Germer".

Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING COMPANY LLC,  
formerly known as Greenbrier Leasing Corporation ("LESSOR")**

**AND**

**FERROMEX, S.A. de C.V.,  
formerly known as Ferrocarril Mexicano, S.A. de C.V. ("LESSEE")**

**MAY 16, 2000**

**SCHEDULE NO. 2**

**MAY 1, 2006**

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Memorandum of Schedule No. 2 dated as of May 1, 2006 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 Ferromex, S.A. de C.V., a Mexican corporation, formerly known as Ferrocarril Mexicano S.A. de C.V. ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty (30) 3-unit articulated double-stack ("Maxi-IV") container cars with 53-foot wells bearing marks and numbers AOK 55346 through AOK 55375, inclusive.
2. Schedule No. 2 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed 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 governing body 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.*

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: Norris M. Webb  
NAME: Norris M. Webb  
TITLE: Executive Vice President

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

LESSEE:

FERROMEX, S.A. de C.V

BY: [Signature]  
NAME: Lic. Rogelio Vélez López D.  
TITLE: Executive Vice President  
DATE: 06/21/07

BY: [Signature]  
NAME: Ing. Florcintino Matadamas Hernández  
TITLE: Procurement Director  
DATE: \_\_\_\_\_