



RECORDATION NO. 27139-A FILED  
AUG 31 07 2-23 PM

The Greenbrier Companies, Inc.

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

August 29, 2007

SURFACE TRANSPORTATION BOARD



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 three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 3 dated as of February 1, 2007, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to Schedule No. 2 dated May 1, 2006 to the Lease Agreement dated as of May 16, 2000, which is being filed with the Surface Transportation Board at the same time as Schedule No. 3 and will be assigned a recordation number secondary to the primary recordation number for Schedule No. 2.

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: 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:

Fifty-five (55) used woodchip hopper railcars with 7,000 cubic foot capacity, bearing marks and numbers in the series AOK 503410 through AOK 504271, non-inclusive, more particularly described on the Railcar List attached to the Memorandum of Lease Agreement for Schedule No. 3.

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

Mr. Vernon A. Williams

August 29, 2007

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

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

Memorandum of Lease Agreement for Schedule No. 3 dated as of February 1, 2007 to a Lease Agreement dated as of May 16, 2000, between Greenbrier Leasing Company LLC, Lessor, and Ferrocarril Mexicano, S.A. de C.V., Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer  
Executive Assistant

jeg  
Enclosures

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**

**FERROCARRIL MEXICANO, S.A. de C.V. ("LESSEE")**

**MAY 16, 2000**

**SCHEDULE NO. 3**

**FEBRUARY 1, 2007**

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Memorandum of Schedule No. 3 dated as of February 1, 2007 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").

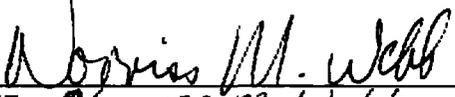
WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty-five (55) used woodchip hopper railcars with 7,000 cubic foot capacity, bearing marks and numbers as set forth on the attached Rail Equipment List, subject to availability.
2. Schedule No. 3 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. 3, 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:   
NAME: MORRIS M. WEBB  
TITLE: Executive Vice President

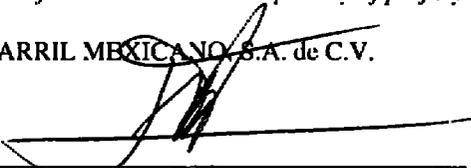
*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its governing body and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the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

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

BY:   
NAME: Lic. Rogelio Vélez López, D.  
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.*

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

BY:   
NAME: Ing. Florentino Matadamas Hernández  
TITLE: Procurement Director



## RAIL EQUIPMENT LIST

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
AOK	503410	AOK	503363
AOK	503673	AOK	503681
AOK	503835	AOK	504041
AOK	503860	AOK	504165
AOK	503924	AOK	504262
AOK	504084	AOK	503975
AOK	504181	AOK	503061
AOK	504220	AOK	503088
AOK	503720	AOK	503207
AOK	504050	AOK	503606
AOK	504157	AOK	503517
AOK	503100	AOK	503223
AOK	503622	AOK	503461
AOK	504033	AOK	503584
AOK	504149	AOK	503592
AOK	503029	AOK	503801
AOK	503037	AOK	504009
AOK	503304	AOK	504025
AOK	503690	AOK	504106
AOK	503401	AOK	504289
AOK	503444	AOK	503649
AOK	504076	AOK	503789
AOK	504173	AOK	503959
AOK	503291	AOK	503991
AOK	503002	AOK	504017
AOK	503142	AOK	503967
AOK	503240	AOK	504271
AOK	503282	<b>Total</b>	<b>55 Cars</b>

