

FIRST UNION RAIL

One O'Hare Centre
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Rosemont, IL 60018

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RECORDATION NO 27499 FILED
MAY 09 '08 4-03 PM
SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

May 7, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 14, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	The Kansas City Southern De Mexico, S.A. de C.V. PO Box 219335 Kansas City, MO 64121-9335
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A description of the railroad equipment covered by the enclosed document is forty nine (49) 1200 cubic foot gondola cars, with NOKI marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,


Marcia Dunne
Rail Sr. Documentation Specialist

Enclosure
(KCSM001)

MAY 09 '08

4-03 PM

ASSGN. NO.: KCSM001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of March, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and THE KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V., a Mexican corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 4, 2007, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 7, 2007, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Janice Enclva
Name: JANICE ENCLVA

Title: MGR OF DOCUMENTATION Executed on this 14th day of March, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

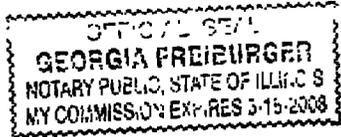
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of March, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

THE KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V.

ATTEST:

By: Paul J. Weyandt

Name: Paul J. Weyandt

Title: Treasurer



By: _____

Name: _____

Title: _____

Executed on this ____ day of _____, _____.

[CORPORATE SEAL]

STATE OF MISSOURI

COUNTY OF JACKSON

I, Patricia A. Sexson, a Notary Public of the County and State aforesaid, certify that Paul J. Weyandt personally appeared before me this day and acknowledged his ~~her~~ due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of March, 2008.

Patricia A. Sexson
Notary Public

My Commission Expires:

(Notary Public)

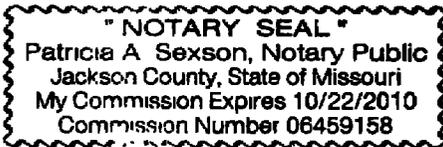


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-nine (49) cars

DESCRIPTION OF CARS: 110-ton, 52' 11" Coil Cars, equipped with insulated covers and two (2) or four (4) coil stops, 286 GRL, AAR Car Type E241.

CAR NUMBERS:

NOKL 380575	NOKL 380592	NOKL 380707
NOKL 380576	NOKL 380593	NOKL 380712
NOKL 380577	NOKL 380594	NOKL 380725
NOKL 380578	NOKL 380595	NOKL 380730
NOKL 380579	NOKL 380596	NOKL 380735
NOKL 380580	NOKL 380597	NOKL 380793
NOKL 380581	NOKL 380598	NOKL 380820
NOKL 380582	NOKL 380599	NOKL 380831
NOKL 380583	NOKL 380600	NOKL 380836
NOKL 380584	NOKL 380608	NOKL 380837
NOKL 380585	NOKL 380621	NOKL 380844
NOKL 380586	NOKL 380631	NOKL 380861
NOKL 380587	NOKL 380662	NOKL 380869
NOKL 380588	NOKL 380665	NOKL 380894
NOKL 380589	NOKL 380670	NOKL 380898
NOKL 380590	NOKL 380680	
NOKL 380591	NOKL 380687	

