

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

RECORDATION NO. 22357-B FILED
OCT 4 '01 10-40 AM
Ts
SURFACE TRANSPORTATION BOARD

September 18, 2001

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Certification of True Copy regarding Schedule No. 2 dated February 4, 1999 to the certain Master Lease Agreement dated as of March 24, 1998 between the following parties:

Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center #3700
San Francisco, CA 94111

Lessee: TFM S.A. DE C.V.
Av. Periferico Sur 4829, 4 Piso
Col. Parques del Pedregal C.P. 14010
Delegacion Tlalpan, Mexico, D.F.

Equipment: 67, 60' roller bearing boxcars
TFM 21000-21014, 21016-21040, 21042-21068

Please record this Certification of True Copy regarding the above said Schedule No. 2 as a secondary document to STB Recordation No. 22357 filed August 26, 1999 at 11:10 A.M. The filing fee of \$28.00 is enclosed.

Summary: Certification of True Copy regarding Schedule No. 2 dated February 4, 1999 to the certain Master Lease Agreement dated as of March 24, 1998 between Helm-Pacific Leasing as Lessor and TFM S.A. DE C.V. as Lessee for 67, 60' roller bearing boxcars marked TFM 21000-21014, 21016-21040 and 21042-21068, to be filed as a secondary document.

Yours truly,

Cecilia Mostaghim

Cecilia Mostaghim
Contract Administrator

Enclosures (3)



CERTIFICATION OF TRUE COPY

OCT 4 '01 10-40 AM

SURFACE TRANSPORTATION BOARD

On September 18, 2001, I, Cecilia Mostaghim, examined the original copy of the Schedule No. 2 to the certain Master Lease Agreement dated as of March 24, 1998 between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and TFM, S.A. DE C.V., a Mexican corporation ("Lessee") and dated as of February 4, 1999, and I hereby certify that I have compared the attached duplicate copy with the original and that it is a complete, true and correct copy of the original in all respects, including the dates, signatures and acknowledgements thereof.

Cecilia Mostaghim

Name: Cecilia Mostaghim
Title: Contract Administrator

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

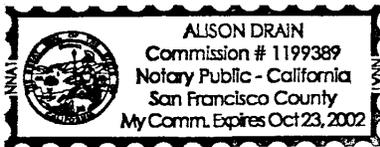
On September 18, 2001, before me, Alison Drain, personally appeared Cecilia Mostaghim, Contract Administrator for **HELM FINANCIAL CORPORATION**,

X personally known to me **-OR-**

 proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Alison Drain
SIGNATURE OF THE NOTARY

SCHEDULE NO. 2

THIS SCHEDULE NO. 2 ("Schedule No. 2") to that certain Master Lease Agreement ("Master Lease") dated as of March 24, 1998 between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and TFM, S.A. DE C.V., a Mexican corporation ("Lessee") is dated as of February 4, 1999.

Lessor and Lessee agree as follows:

1. **Capitalized Terms:** All capitalized terms defined in the Master Lease shall have the meanings defined therein when used in this Schedule No. 2 except that the term "Unit(s)" as used herein shall only refer to the railcars described in this Schedule No. 2 unless otherwise indicated.
2. **Units Leased:** Lessor hereby leases to Lessee the Units described in Annex A attached hereto, subject to the terms and conditions of the Master Lease and this Schedule No. 2.
3. **Inspection & Acceptance:** Lessee has inspected and accepted the Units.
4. **Delivery Point:** Lessee's interchange at Laredo, Texas, U.S.A. (the "Delivery Point").
5. **Rent:** Lessee shall pay to Lessor a monthly rent for each accepted Unit in Annex A in the amount of [REDACTED] per Unit ("Rent"), commencing on September 15, 1999 and continuing through and including the date such Unit is returned to Lessor pursuant to Section 19 of the Master Lease. Rent payments with respect to each Unit shall be made by Lessee monthly in advance in accordance with the provisions of Section 4 of the Master Lease.
6. **Term:** The term of the Master Lease and this Schedule ("Interim Term") for each accepted Unit shall commence on September 15, 1999 and shall continue in full force and effect through and including [REDACTED] (the "Term").
7. **Settlement Value:** For any Unit subject to a Casualty Occurrence, Lessee shall pay to Lessor a Settlement Value payment in the amount as set forth in Annex B attached hereto.
8. **Maintenance:** Lessee, at its sole cost and expense, shall at all times in accordance with the Laws and Rules, cause each Unit to be maintained, serviced and repaired so as to keep it in as good operating condition, working order, and repair as it was when it first became subject to the Master Lease and this Schedule No. 2, ordinary wear and tear excepted. Section 13(b) of the Master Lease shall not apply to the Units under this Schedule No. 2.

IN WITNESS WHEREOF, each party, pursuant to due corporate authority, has caused this Schedule No. 2 dated as of February 4, 1999 to the Master

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RECORDATION NO. 22357-B FILED

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SURFACE TRANSPORTATION BOARD

J *J* *CMH of*

Lease Agreement dated as of March 24, 1998 to be executed by its duly authorized officer as of the date first above written.

LESSOR

LESSEE

HELM-PACIFIC LEASING

TFM, S.A. DE C.V.

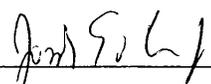
By: Helm Pacific Corporation,
a General Partner

cm
By: 

Print Name: David R. Eckles

Title: President

By: Union Pacific Venture
Leasing, Incorporated,
a General Partner

By: 

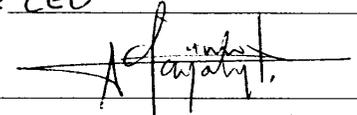
Print Name: Joseph O'Connor

Title: President

By: 

Print Name: Mauro Mchar

Title: CEO

By: 

Print Name: Mario Gonzalez

Title: CFO

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Handwritten signature or mark at the bottom center.

Handwritten mark at the bottom right.

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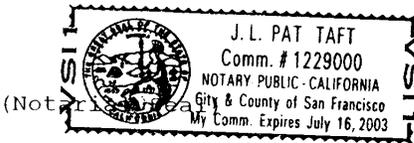
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On September 17, 2001, before me, J.L. Pat Taft, personally appeared David R. Eckles, President of HELM PACIFIC CORPORATION,

personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

J.L. Pat Taft
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

On September 6, 2001, before me, Sheryl L. Alvey, personally appeared Joseph O'Conner, President of UNION PACIFIC VENTURE LEASING, INCORPORATED,

personally known to me -OR-

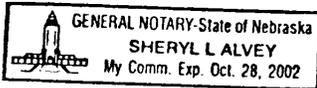
— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sheryl L. Alvey
SIGNATURE OF THE NOTARY

[Notarial Seal]



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ANNEX A

To Schedule No. 2 dated as of February 4, 1999 to that certain Master Lease Agreement dated as of March 24, 1998 between Helm Pacific Leasing and TFM, S.A. DE C.V.

Unit Description:

Sixty-seven (67), 60', 100-ton, roller bearing boxcars with 16' door openings; built by Pullman Standard in 1965-66, rebuilt in 1998-99.

Reporting Mark & Numbers:

TFM 21000-21014, 21016-21040, 21042-21068

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