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May 4, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

~~23566-A~~

OCT 26 '01 11:29 AM  
TS  
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 30, 2001, Schedule 2, between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **TFM, S.A. de C.V.**  
Periferico Sur No. 4928, Col. Parques del Pedregal, Delegacion Tlalpan,  
Mexico D.F., 14010

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TFM, S.A. de C.V.**, covering 100 coal hoppers with reporting marks and numbers – CEFX 15113– CEFX 154065, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23566 dated 7/23/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

*Sherry Lewey*  
Sherry Lewey  
Research/Development Coordinator



## LEXIS<sup>®</sup> Document Services

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Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30 day of August 2001, is made by The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TFM, S.A. de C.V., a Mexican corporation, with an address at Periférico Sur No. 4928, Col. Parques del Pedregal, Delegación Tlalpan, Mexico D.F., 14010 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 2, 2001, covering certain equipment describes therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 23, 2001 and given Recordation Number 23566.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors 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.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

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We certify that we hold the title set forth below, that this instrument was signed on behalf of the Lessee by its legal representatives and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

TFM, S.A. DE C.V.

By: Mario Moreno  
Name: Mario Moreno  
Title: September 4, 2001  
CEO

By: Mario Guzman  
Name: Mario Guzman  
Title: CEO

August 15-01

[Handwritten initials]

Schedule A

Quantity  
100

Description  
4750 cubic foot capacity covered  
hopper cars with gravity gates and  
trough hatches

Car Marks and Numbers  
Listed below

1	CEFX	15113
2	CEFX	17213
3	CEFX	17215
4	CEFX	17225
5	CEFX	17227
6	CEFX	17229
7	CEFX	17231
8	CEFX	17232
9	CEFX	17246
10	CEFX	17279
11	CEFX	17292
12	CEFX	17300
13	CEFX	17307
14	CEFX	17333
15	CEFX	17346
16	CEFX	17347
17	CEFX	17348
18	CEFX	17354
19	CEFX	17355
20	CEFX	17356
21	CEFX	17357
22	CEFX	17359
23	CEFX	17360
24	CEFX	17362
25	CEFX	17363
26	CEFX	17365
27	CEFX	17368
28	CEFX	17369
29	CEFX	17370
30	CEFX	17372
31	CEFX	17373
32	CEFX	17374
33	CEFX	17375
34	CEFX	17376

35	CEFX	17378
36	CEFX	17380
37	CEFX	17382
38	CEFX	17384
39	CEFX	17385
40	CEFX	17386
41	CEFX	17389
42	CEFX	17390
43	CEFX	17391
44	CEFX	17393
45	CEFX	17395
46	CEFX	17396
47	CEFX	17397
48	CEFX	17399
49	CEFX	17400
50	CEFX	17401
51	CEFX	17403
52	CEFX	17404
53	CEFX	17406
54	CEFX	17411
55	CEFX	17412
56	CEFX	17414
57	CEFX	17415
58	CEFX	17418
59	CEFX	17419
60	CEFX	17425
61	CEFX	17427
62	CEFX	17428
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64	CEFX	17435
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67	CEFX	17439
68	CEFX	17441

69	CEFX	17442
70	CEFX	17445
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72	CEFX	17455
73	CEFX	17457
74	CEFX	17458
75	CEFX	17460
76	CEFX	17463
77	CEFX	17464
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81	CEFX	17481
82	CEFX	17485
83	CEFX	17491
84	CEFX	17498
85	CEFX	17499
86	CEFX	17503
87	CEFX	17504
88	CEFX	17510
89	CEFX	17512
90	CEFX	17518
91	CEFX	17521
92	CEFX	18912
93	CEFX	18918
94	CEFX	152273
95	CEFX	152461
96	CEFX	152495
97	CEFX	152636
98	CEFX	152653
99	CEFX	152654
100	CEFX	154065