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August 27, 2002

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

~~RECORDED~~ 24072-A ~~FILED~~

AUG 28 2002

10-32 AM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 18, 2002 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: **THE TEXAS MEXICAN RAILWAY COMPANY, INC.**
1200 Washington Street, Laredo, TX 78040

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: **THE TEXAS MEXICAN RAILWAY COMPANY, INC.**, covering 100 mill gondolas with reporting marks and numbers – ALY 31400 – ALY 32064, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #24072 dated 8/16/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) 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

Research/Development Coordinator

Enclosure

24072-A

AUG 28 '02

10:32 AM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 18th day of February, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware Corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE TEXAS MEXICAN RAILWAY COMPANY, INC., a Texas corporation, with an address at 1200 Washington Street, Laredo, TX 78040 (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 11, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 8/16/02 and given Recordation Number 24072

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 J. Mankowski
Name: JOSEPH J. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee 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 Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE TEXAS MEXICAN RAILWAY COMPANY, INC.

By: [Signature]
Name: MARIO MAHOR
Title: CEO

By: [Signature]
Name: MARIO A. GOMEZ
Title: CFO

[Signature]

[Signature]

SCHEDULE A

Quantity
100

Equipment Description
52' - high sided steel mill gondola

Car Marks and Numbers

1	ALY	31400	51	ALY	31799
2	ALY	31551	52	ALY	31801
3	ALY	31603	53	ALY	31803
4	ALY	31610	54	ALY	31810
5	ALY	31612	55	ALY	31815
6	ALY	31615	56	ALY	31819
7	ALY	31622	57	ALY	31821
8	ALY	31624	58	ALY	31839
9	ALY	31627	59	ALY	31841
10	ALY	31636	60	ALY	31849
11	ALY	31637	61	ALY	31862
12	ALY	31639	62	ALY	31864
13	ALY	31640	63	ALY	31872
14	ALY	31652	64	ALY	31876
15	ALY	31657	65	ALY	31886
16	ALY	31658	66	ALY	31896
17	ALY	31669	67	ALY	31897
18	ALY	31672	68	ALY	31899
19	ALY	31674	69	ALY	31902
20	ALY	31684	70	ALY	31903
21	ALY	31687	71	ALY	31911
22	ALY	31692	72	ALY	31913
23	ALY	31694	73	ALY	31925
24	ALY	31696	74	ALY	31946
25	ALY	31701	75	ALY	31947
26	ALY	31704	76	ALY	31955
27	ALY	31706	77	ALY	31963
28	ALY	31708	78	ALY	31965
29	ALY	31713	79	ALY	31966
30	ALY	31716	80	ALY	31981
31	ALY	31720	81	ALY	31984
32	ALY	31721	82	ALY	31991
33	ALY	31722	83	ALY	31995
34	ALY	31725	84	ALY	31997
35	ALY	31736	85	ALY	32001
36	ALY	31738	86	ALY	32008
37	ALY	31741	87	ALY	32011
38	ALY	31744	88	ALY	32012
39	ALY	31745	89	ALY	32014
40	ALY	31749	90	ALY	32017
41	ALY	31754	91	ALY	32020
42	ALY	31762	92	ALY	32029
43	ALY	31770	93	ALY	32035
44	ALY	31772	94	ALY	32036
45	ALY	31776	95	ALY	32042
46	ALY	31778	96	ALY	32046
47	ALY	31779	97	ALY	32059
48	ALY	31780	98	ALY	32060
49	ALY	31788	99	ALY	32061
50	ALY	31790	100	ALY	32064