



**LexisNexis™**  
Document Solutions

April 8, 2003

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



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Use Agreement** dated as of January 23, 2003 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: **DEACERO, S.A. de C.V.**  
Av. Lazaro Cardenas #2333 Ote., San Pedro Garza Garcia,  
Mexico 66260

**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: **DEACERO, S.A. de C.V.** covering 60 gondolas with reporting marks and numbers — TCMX 34096 – TCMX 34313, **NOT INCLUSIVE.**

Please file this memorandum as a **PRIMARY** document 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*  
Sherry Lewey

RECORDATION NO. 24399  
APR 9 '03 3:10 PM  
SURFACE TRANSPORTATION BOARD



**LexisNexis™**  
Document Solutions

April 8, 2003

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



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Use Agreement** dated as of January 23, 2003 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: **DEACERO, S.A. de C.V.**  
Av. Lazaro Cardenas #2333 Ote., San Pedro Garza Garcia,  
Mexico 66260

**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: **DEACERO, S.A. de C.V.** covering 60 gondolas with reporting marks and numbers — TCMX 34096 – TCMX 34313, **NOT INCLUSIVE.**

Please file this memorandum as a **PRIMARY** document 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*  
Sherry Lewey

RECORDATION NO. 24399

APR 09 '03

3:10 PM

SURFACE TRANSPORTATION BOARD

Research/Development Coordinator

Enclosure

MEMORANDUM OF USE AGREEMENT

3 THIS MEMORANDUM OF USE AGREEMENT dated as of this 23<sup>rd</sup> day of January, 2002, 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 DEACERO. S.A. de C.V., a Mexican corporation, with an address at Av. Lazaro Cardenas #2333 Ote., San Pedro Garza Garcia, Mexico 66260 (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 Use Agreement (the "Lease") dated as of January 23, 2002 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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 F. Mankowski  
Name: Joseph Mankowski  
Title: Senior 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 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.

DEACERO, S.A. de C.V.  
By: Humberto Garza  
Name: HUMBERTO GARZA  
Title: IMPORTS AND LOGISTICS MANAGER

RECORDATION NO. 24399 FILED

APR 09 '03

3-10 PM

SURFACE TRANSPORTATION BOARD

**SCHEDULE A**

Quantity  
60

Equipment Description  
66'-6'0" Sided mill gondolas

Car Marks and Numbers

1	TCMX	34096
2	TCMX	34097
3	TCMX	34098
4	TCMX	34099
5	TCMX	34100
6	TCMX	34101
7	TCMX	34102
8	TCMX	34103
9	TCMX	34104
10	TCMX	34105
11	TCMX	34106
12	TCMX	34107
13	TCMX	34108
14	TCMX	34109
15	TCMX	34110
16	TCMX	34111
17	TCMX	34112
18	TCMX	34113
19	TCMX	34114
20	TCMX	34115
21	TCMX	34116
22	TCMX	34117
23	TCMX	34118
24	TCMX	34119
25	TCMX	34120
26	TCMX	34121
27	TCMX	34122
28	TCMX	34123
29	TCMX	34143
30	TCMX	34144

31	TCMX	34226
32	TCMX	34227
33	TCMX	34228
34	TCMX	34229
35	TCMX	34230
36	TCMX	34231
37	TCMX	34232
38	TCMX	34233
39	TCMX	34234
40	TCMX	34235
41	TCMX	34236
42	TCMX	34237
43	TCMX	34238
44	TCMX	34239
45	TCMX	34240
46	TCMX	34241
47	TCMX	34242
48	TCMX	34243
49	TCMX	34244
50	TCMX	34245
51	TCMX	34298
52	TCMX	34299
53	TCMX	34300
54	TCMX	34303
55	TCMX	34304
56	TCMX	34305
57	TCMX	34306
58	TCMX	34307
59	TCMX	34308
60	TCMX	34313