



CORPORATION SERVICE COMPANY

July 9, 2004

Barbara Saddler
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 Railcar Lease** dated as of August 27, 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: **Grupo Petrotemex, S.A., de C.V.**
Belisario Dominguez No. 2002, Col. Obispado, Moterrey, Nuevo Leon, Mexico 64060

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: **Grupo Petrotemex, S.A., de C.V.**, covering 115 rail cars with reporting marks and numbers: TCMX 50979 – TCMX 51169 – 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

RECORDATION NO. 25063 FILED

JUL 13 '04

3-50 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27 day of AUGUST, 2003, 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 GRUPO PETROTEMEX, S.A. de C.V., a Mexican corporation, with an address at Belisario Domínguez No. 2002, Col. Obispado, Monterrey, Nuevo León, 64060 Mexico (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 AUG. 27 2003 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 Mankowski
Signature: [Signature]
Title: Senior Vice President
Date: 09-29-03

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.

GRUPO PETROTEMEX, S.A. de C.V.

By: Thom Kukutschka
Signature: [Signature]
Title: Finance Vice President
Date: Aug 27, 2003

By: Carlos Diaz Barriga
Signature: [Signature]
Title: Commercial Vice President
Date: 27/08/03

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Schedule A

Number of Cars			Equipment Description					
115	5,250 C.F. plastic pellet covered hopper car							
1	TCMX	50979	53	TCMX	51075	105	TCMX	51155
2	TCMX	50980	54	TCMX	51077	106	TCMX	51156
3	TCMX	50982	55	TCMX	51078	107	TCMX	51157
4	TCMX	50987	56	TCMX	51079	108	TCMX	51159
5	TCMX	50988	57	TCMX	51080	109	TCMX	51161
6	TCMX	50990	58	TCMX	51081	110	TCMX	51162
7	TCMX	50991	59	TCMX	51082	111	TCMX	51163
8	TCMX	50993	60	TCMX	51084	112	TCMX	51164
9	TCMX	50994	61	TCMX	51085	113	TCMX	51167
10	TCMX	50998	62	TCMX	51086	114	TCMX	51168
11	TCMX	51000	63	TCMX	51088	115	TCMX	51169
12	TCMX	51001	64	TCMX	51091			
13	TCMX	51002	65	TCMX	51093			
14	TCMX	51008	66	TCMX	51096			
15	TCMX	51009	67	TCMX	51098			
16	TCMX	51010	68	TCMX	51099			
17	TCMX	51011	69	TCMX	51100			
18	TCMX	51012	70	TCMX	51101			
19	TCMX	51013	71	TCMX	51102			
20	TCMX	51015	72	TCMX	51103			
21	TCMX	51016	73	TCMX	51104			
22	TCMX	51017	74	TCMX	51105			
23	TCMX	51018	75	TCMX	51106			
24	TCMX	51020	76	TCMX	51107			
25	TCMX	51022	77	TCMX	51108			
26	TCMX	51025	78	TCMX	51109			
27	TCMX	51026	79	TCMX	51110			
28	TCMX	51027	80	TCMX	51111			
29	TCMX	51030	81	TCMX	51112			
30	TCMX	51032	82	TCMX	51113			
31	TCMX	51037	83	TCMX	51115			
32	TCMX	51039	84	TCMX	51117			
33	TCMX	51040	85	TCMX	51120			
34	TCMX	51041	86	TCMX	51123			
35	TCMX	51042	87	TCMX	51125			
36	TCMX	51043	88	TCMX	51126			
37	TCMX	51045	89	TCMX	51127			
38	TCMX	51046	90	TCMX	51130			
39	TCMX	51048	91	TCMX	51132			
40	TCMX	51051	92	TCMX	51134			
41	TCMX	51056	93	TCMX	51135			
42	TCMX	51058	94	TCMX	51138			
43	TCMX	51060	95	TCMX	51139			
44	TCMX	51063	96	TCMX	51141			
45	TCMX	51067	97	TCMX	51146			
46	TCMX	51068	98	TCMX	51148			
47	TCMX	51069	99	TCMX	51149			
48	TCMX	51070	100	TCMX	51150			
49	TCMX	51071	101	TCMX	51151			
50	TCMX	51072	102	TCMX	51152			
51	TCMX	51073	103	TCMX	51153			
52	TCMX	51074	104	TCMX	51154			