

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 23701-B FILED

August 25, 2004

AUG 27 '04

2-32 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Schedule No. 4 dated August 14, 2002, to the Lease Agreement dated as of July 1, 1999, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of July 1, 1999, which was duly filed and recorded on October 15, 2001 and assigned Recordation Number 23701.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: TFM, S.A. de C.V.
Av. Manuel L. Barragan 4850 Norte
Col. Hidalgo C.P. 64420 Monterrey, N.L., Mexico

A description of the railroad equipment covered by the enclosed document is:

Twelve (12) 2-unit, articulated Auto-MaxTM vehicle carrying railcars, in alpha deck configuration, bearing marks and numbers as follows:

AOK	501514	CRLE	501500
AOK	501519	CRLE	501501
AOK	501520	CRLE	501505
AOK	501521	CRLE	501508
AOK	501522	CRLE	501509
CRLE	1999	WCRC	1998

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Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Schedule No. 4 dated as of August 14, 2002, to a Lease Agreement dated as of July 1, 1999 between Greenbrier Leasing Corporation, Lessor, and TFM, S.A. de C.V., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

TFM, S.A. de C.V. ("LESSEE")

JULY 1, 1999

SCHEDULE NO. 4

AUGUST 14, 2002



Memorandum of Schedule No. 4 dated August 14, 2002, to a Lease Agreement entered into as of July 1, 1999, by and between GREENBRIER LEASING CORPORATION ("Lessor"), Delaware Corporation and TFM, S.A. de C.V., a Mexican corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor, twelve (12) 2-unit, articulated Auto-Max™ vehicle carrying railcars, in alpha deck configuration, marked and numbered as indicated in the attached Railcar List.
2. Schedule No. 4 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 4

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:
GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

LESSEE:
TFM, S.A. de C.V.

By: [Signature]

Title: _____

[Signature]

YO, LICENCIADO **JUAN MARTIN ALVAREZ MORENO**, TITULAR DE LA
CORREDURIA PUBLICA NUMERO CUARENTA Y SEIS DEL DISTRITO
FEDERAL, -----

C E R T I F I C O: QUE CON ESTA FECHA COMPARECEN LOS SEÑORES
LICENCIADO **MARIO MOHAR PONCE** Y CONTADOR PUBLICO **LEON
NOE ORTIZ ROMAN**, EN REPRESENTACION DE LA SOCIEDAD
DENOMINADA "**TFM**", **SOCIEDAD ANONIMA DE CAPITAL VARIABLE**,
QUIENES ANTE LA FE DEL SUSCRITO CORREDOR RATIFICARON EL
CONTENIDO DEL CONTRATO DE ARRENDAMIENTO DE FECHA UNO DE
JULIO DE MIL NOVECIENTOS NOVENTA Y NUEVE, CELEBRADO ENTRE
"**TFM**", **SOCIEDAD ANONIMA DE CAPITAL VARIABLE**, EN SU
CARACTER DE ARRENDATARIO Y LA SOCIEDAD **GREENBRIER
LEASING CORPORATION**, COMO ARRENDADOR, QUE ANTECEDE A LA
PRESENTE, RECONOCIENDO COMO SUYAS LAS FIRMAS QUE LO
CALZAN POR SER LAS MISMAS QUE UTILIZAN EN TODOS LOS ACTOS. --
DICHO DOCUMENTO FUE RATIFICADO ANTE MI, HABIENDOSE
LEVANTADO PARA CONSTANCIA EL **ACTA NUMERO NUEVE MIL
SEISCIENTOS SESENTA Y NUEVE**, CON ESTA FECHA. -----

DECLARAN LOS COMPARECIENTES BAJO PROTESTA DE DECIR
VERDAD QUE SU REPRESENTADA ES UNA PERSONA MORAL QUE
TIENE CAPACIDAD LEGAL, DEBIDAMENTE CONSTITUIDA CON APEGO A
LAS LEYES QUE RIGEN LA REPUBLICA MEXICANA, Y QUE LAS
FACULTADES CON QUE ACTUAN NO LES HAN SIDO A LA FECHA
REVOCADAS, MODIFICADAS NI VARIADAS EN FORMA ALGUNA, LO QUE
ME ACREDITAN CON LOS INSTRUMENTOS QUE HAN QUEDADO
DESCRITOS EN EL CUERPO DEL ACTA ANTERIORMENTE CITADA. -----
MEXICO, DISTRITO FEDERAL, A LOS **DIEZ** DIAS DEL MES DE **AGOSTO**
DE DOS MIL **CUATRO**.-----

DOY FE. -----

JMAM'ag*

JUAN MARTIN ALVAREZ MORENO
TITULAR DE LA CORREDURIA PUBLICA
NUMERO CUARENTA Y SEIS
DEL DISTRITO FEDERAL



STATE OF OREGON)

) ss.

COUNTY OF CLACKAMAS)



On this 20th day of August, 2007, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



A handwritten scribble or signature in the bottom left corner of the page.

STATE OF _____)
) ss.
COUNTY OF _____)



On this _____ day of _____, 2003, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of TFM, S.A. de C.V. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

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STATE OF FEDERAL DISTRICT)
) ss.
COUNTY OF MEXICO CITY)

On this 10th day of August, 2004, before me personally appeared MARIO MOHAR and LEON ORTIZ, to me personally known, whom being by me duly sworn, said that they are the CEO AND TREASURER respectively of TFM, S.A. de C.V. that the foregoing instrument was signed on behalf of said corporation, and they acknowledged that the execution of the said instrument was their free act and deed.

JUAN M. ALVAREZ MORENO
NOTARY PUBLIC N° 46 For the Federal District of Mexico



My commission expires: PERMANENT

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RAILCAR LIST



Car Mark	Car Number	Chocks
AOK	501514	Copolymer chocks on all decks
AOK	501519	Copolymer chocks on all decks
AOK	501520	Copolymer chocks on all decks
AOK	501521	Copolymer chocks on all decks
AOK	501522	Copolymer chocks on all decks
CRLE	1999	Holden chocks on A and C decks and copolymer chocks on B deck
CRLE	501500	Copolymer chocks on all decks
CRLE	501501	Holden chocks on A and C decks and copolymer chocks on B deck
CRLE	501505	Copolymer chocks on all decks
CRLE	501508	Holden chocks on A and C decks and copolymer chocks on B deck
CRLE	501509	Holden chocks on A and C decks and copolymer chocks on B deck
WCRC	1998	Holden chocks on A and C decks and copolymer chocks on B deck

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