



CORPORATION SERVICE COMPANY\*

June 16, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
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Washington D.C. 20423  
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RECORDATION NO. 23566H FILED

JUN 17 '05 5-01 PM



**SURFACE TRANSPORTATION BOARD**

RE: 144272-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 5, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **TFM, S.A. de C.V**  
Periferico Sur No. 4829, 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 150 gondola cars with reporting marks and numbers –ATW 87010 – ATW 87159 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23566 dated 07/23/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) 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  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5<sup>th</sup> day of MAY, 2005, 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 Periferico Sur No. 4829, Col. Parques del Pedregal, Delegacion 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 described 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: Richard Latini  
Signature: Richard Latini  
Title: Senior Vice President  
Date: 5-26-05

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority granted through the corresponding Public Deed 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.

TFM, S.A. de C.V.

By: MARCO ANTONIO BARRON ALBERTA  
Signature: [Signature]  
Title: SA MANAGER OF FUEL DISTRIBUTION  
Date: MAY 27, 2005

By: \_\_\_\_\_  
Signature: NOT REQUIRED  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

## SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Mark and Numbers</u>
150	66' - 6'0" sided mill gondolas	ATW 87010 - 87159 inclusive