



CORPORATION SERVICE COMPANY

RECORDATION NO. 25653-A FILED

DEC 21 '06

2-45 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD \*\*ATTENTION BARB SADLER\*\*

From: April Oshea

Date: December 19, 2006

Order#: 673355/005

Re: FXE320001-FXE320750 FERROCARRIL MEXICANO S.A. DE C

Please process the enclosed documents for the service indicated below.

XX Secondary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/29/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:  
The CIT Group/Equipment Financing, Inc.  
1211 Avenue of the Americas  
New York, NY 10036

Lessee:



CORPORATION SERVICE COMPANY

Ferrocarril Mexicano, S.A de C.V.  
Bosque de Ciruelos No 99  
Col Bosques de las Lomas, Mexico D.F. 11700

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 21<sup>st</sup> day of July, 2006, 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 Ferrocarril Mexicano, S.A. de C.V., a Mexican corporation, with an address at Bosque de Ciruelos No. 99, Col. Bosques de las Lomas, Mexico D.F. 11700 (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 September 9, 2003, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on June 21, 2005 as Recordation Number 25653.

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.

Signature:   
By: Richard Latini  
Title: Senior Vice President - Leasing  
Date: 7-24-06

RECORDATION NO. 25653-A FILED  
DEC 21 '06 2-45 PM  
SURFACE TRANSPORTATION BOARD

We certify that we hold the title set forth below, and we have the corporate authority to sign this document and that we acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. We further declare under penalty of perjury that the foregoing is true and correct.

FERROCARRIL MEXICANO, S.A. de C.V.

Signature:   
By: Florentino Matadamas Hernández  
Title: Procurement Director  
Date: \_\_\_\_\_

Signature:   
By: Rogelio Vélez López de la Cerda  
Title: Executive Vice President  
Date: \_\_\_\_\_

A





**Schedule A**

**Quantity**  
750

**Equipment Description**  
New bi-level 90' autorack (rack only)

**Unit Mark and Numbers**  
FXE 320001 – FXE 320750  
inclusive  


