



CORPORATION SERVICE COMPANY

RECORDATION NO.

25653-B
FILED

FEB 02 '07 -11 52 AM

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: February 1, 2007

Order#: 739209/005

Re: FXE830001-FXE830050 FERROCARRIL MEXICANO SA DE CV

Please process the enclosed documents for the service indicated below.

XX Other: Secondary Stb Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/09/2007
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.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

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



CORPORATION SERVICE COMPANY

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

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

MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 19 day of Sept., 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.

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Signature: [Signature]
By: Richard Latini
Title: Senior Vice President - Leasing
Date: 9-19-06

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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: [Signature]
By: Florentino Matadamas Hernández
Title: Procurement Director
Date: _____

Signature: [Signature]
By: Rogelio Vélez López de la Cerda
Title: Executive Vice President
Date: _____

[Signature]

[Handwritten marks]

Schedule A

Number of Cars

Equipment Description

50 60' Plate F, boxcar with double 8' plug doors

1	FXE	830001
2	FXE	830002
3	FXE	830003
4	FXE	830004
5	FXE	830005
6	FXE	830006
7	FXE	830007
8	FXE	830008
9	FXE	830009
10	FXE	830010
11	FXE	830011
12	FXE	830012
13	FXE	830013
14	FXE	830014
15	FXE	830015
16	FXE	830016
17	FXE	830017
18	FXE	830018
19	FXE	830019
20	FXE	830020
21	FXE	830021
22	FXE	830022
23	FXE	830023
24	FXE	830024
25	FXE	830025
26	FXE	830026
27	FXE	830027
28	FXE	830028
29	FXE	830029
30	FXE	830030
31	FXE	830031
32	FXE	830032
33	FXE	830033
34	FXE	830034
35	FXE	830035
36	FXE	830036
37	FXE	830037
38	FXE	830038
39	FXE	830039
40	FXE	830040
41	FXE	830041
42	FXE	830042
43	FXE	830043
44	FXE	830044
45	FXE	830045
46	FXE	830046
47	FXE	830047
48	FXE	830048
49	FXE	830049
50	FXE	830050