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## SURFACE TRANSPORTATION BOARD

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 San Francisco, CA 94105  
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Salt Lake City  
 201 South Main Street  
 Salt Lake City, UT 84111  
 (801) 533-0066

Theodore S. Chapman  
 1877-1943  
 Henry E. Cutler  
 1879-1959

February 27, 2008

Ms. Anne K. Quinlan, Secretary  
 Surface Transportation Board  
 395 E Street, S.W.  
 Washington, DC 20423-0001

Re: Kansas City Southern de México, S.A. de C.V.  
Loan Secured by Locomotives

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Loan and Security Agreement Supplement No. 1, effective as of February 28, 2008, between Export Development Canada, as lender (the "Lender"), and Kansas City Southern de México, S.A. de C.V., as borrower (the "Borrower"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement effective as of February 28, 2008, between the Lender and the Borrower, which is being submitted for recording concurrently herewith.

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

Borrower: Kansas City Southern de México, S.A. de C.V.  
 Montes Urales #625  
 Col. Lomas de Chapultepec C.P.  
 11000 Mexico, DF  
 Attention: Director Jurídico Ejecutivo

Lender: Export Development Canada  
 151 O'Connor Street  
 Ottawa, Ontario K1A 1K3 Canada  
 Attention: Loan Services and Asset  
 Management-Transportation

Law Offices of  
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Loan and Security Agreement Supplement No. 1 consists of 40 EMD SD70ACe Locomotives bearing the reporting marks within the series KCSM 4060 through KSCM 4099; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Loan and Security Agreement Supplement No. 1 between Export Development Canada, as Lender and Kansas City Southern de México, S.A. de C.V., as Borrower.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
EMD SD70ACe Locomotives	40	KCSM 4060 through KCSM 4099, inclusive

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## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF LOAN AND SECURITY AGREEMENT SUPPLEMENT NO. 1

Memorandum of Loan and Security Agreement Supplement No. 1 effective as of February 28, 2008, by and between Export Development Canada, a corporation established by an Act of Parliament of Canada, as Lender ("*Lender*"), and Kansas City Southern de México, S.A. de C.V., a corporation incorporated under the laws of Mexico, as Borrower ("*Borrower*").

## WITNESSETH:

1. The undersigned have entered into that certain Loan and Security Agreement, dated as of February 26, 2008 (the "*Loan and Security Agreement*"), by which the Borrower has granted a security interest to the Lender in order to secure the Borrower's performance of its obligations as described in the Loan and Security Agreement.
2. A memorandum of said Loan and Security Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The Borrower has entered into that certain Loan and Security Agreement Supplement No. 1, dated February 28, 2008, relating to the above-described Loan and Security Agreement and extending the Borrower's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

EXPORT DEVELOPMENT CANADA

By: Karen Morahan  
Name: Karen Morahan  
Title: Financing Manager

Executed on this 21 day of February, 2008.

By: Christine Cavanagh  
Name: Christine Cavanagh  
Title: International Contract Specialist

Executed on this 21 day of February, 2008.

KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V.

By: \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of February, 2008.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

EXPORT DEVELOPMENT CANADA

By: \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of February, 2008.

By: \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of February, 2008.

KANSAS CITY SOUTHERN DE MÉXICO, S.A. DE  
C.V.

By: Paul J. Weyandt  
Name: Paul J. Weyandt  
Title: Attorney-in-fact & Treasurer

Executed on this 27 day of February, 2008.

**NOTARIAL CERTIFICATE OF AFFIDAVIT OF EXECUTION**

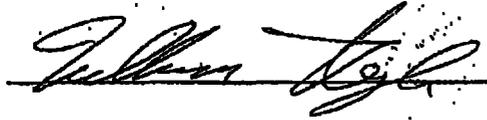
I, William Doyle, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 151 O'Connor Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

1. I was personally present and did see the attached Memorandum of Loan and Security Agreement duly signed and executed on behalf of Export Development Canada by Karen Morandin and Christine Cavanagh of Export Development Canada.

2. the said Memorandum of Loan and Security Agreement was executed by the said parties at 151 O'Connor Street, Ottawa, Ontario, Canada; and

3. I know the said Karen Morandin and Christine Cavanagh personally and attest that Karen Morandin is a Financing Manager of Export Development Canada and that Christine Cavanagh is an International Contract Specialist of Export Development Canada and that the signature "Karen Morandin" on the attached Memorandum of Loan and Security Agreement is in the proper handwriting of Karen Morandin and that the signature of "Christine Cavanagh" on the attached Memorandum of Loan and Security Agreement is in the proper handwriting of Christine Cavanagh and that Karen Morandin and Christine Cavanagh are duly authorized to sign the attached Memorandum of Loan and Security Agreement on behalf of Export Development Canada.

IN TESTIMONY of which I have subscribed my name and affix my notarial seal at the City of Ottawa, Province of Ontario, this 1st day of February, 2008.

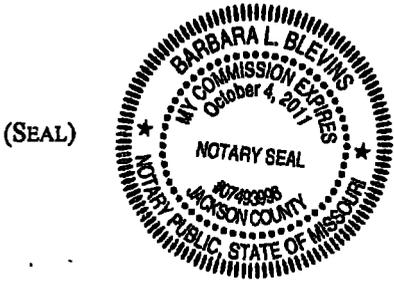


STATE OF MISSOURI                    )  
  )  
  ) SS.:  
COUNTY OF JACKSON                )

On this 27th day of February, 2008, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that (s)he is the Attorney-in-fact and Treasurer of KANSAS CITY SOUTHERN DE MÉXICO, S.A DE C.V., that said instrument was signed on February 27, 2008, on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Barbara L. Blevins  
Name:  
Notary Public -  
My Commission Expires:  
Residing in



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
EMD SD70ACe Locomotives	40	KCSM 4060 through KCSM 4099, inclusive.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/27/08



\_\_\_\_\_  
Robert W. Alvord