

RECORDATION NO. 27139-B FILED

MAY 01 '08 -9 00 AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 1, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (Schedule No. 4), dated as of April 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27139.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

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

Anne K. Quinlan, Esquire
May 1, 2008
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A description of the railroad equipment covered by the enclosed document
is:

300 railcars: AOK 66510 - AOK 66809.

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

Memorandum of Lease Agreement (Schedule No. 4).

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")

AND

FERROCARRIL MEXICANO, S.A. de C.V. ("LESSEE")

MAY 16, 2000

SCHEDULE NO. 4

DATED: APRIL 29, 2008
EFFECTIVE: OCTOBER 1, 2007

Memorandum of Schedule No. 4 dated as of April 29, 2008 and effective October 1, 2007 to a Lease Agreement made and entered into as of May 16, 2000 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and Ferrocarril Mexicano, 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 three hundred (300) new 5,188 c.f. through-sill covered hopper railcars, bearing marks and numbers AOK 66510 through AOK 66809, inclusive.
2. Schedule No. 4 to the Lease Agreement 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, as each may be amended from time to time.

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

LESSOR:
GREENBRIER LEASING COMPANY LLC

BY: _____
NAME: _____
TITLE: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its governing body 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.

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

BY: _____
NAME: Franco Escobedo Martinez
TITLE: General Counsel

[Handwritten signatures and initials]

Memorandum of Schedule No. 4 dated as of April 29, 2008 and effective October 1, 2007 to a Lease Agreement made and entered into as of May 16, 2000 by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor") and Ferrocarril Mexicano, S.A. de C.V., a Mexican corporation ("Lessee").

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

LESSOR:
GREENBRIER LEASING COMPANY LLC

BY: 
NAME: _____
TITLE: Vice President

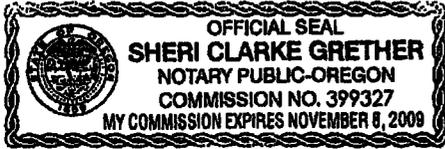
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its governing body and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

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

BY: _____
NAME: _____
TITLE: _____

STATE OF OREGON)
) ss.
County of Clackamas)

On this 30th day of April, 2008, before me personally appeared Larry Stanley to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



Sheri Clarke Grether
Notary Public for Oregon
My commission expires: 11-8-2009

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: 5/1/08



Robert W. Alvord