

RECORDATION NO. 29447-A FILED

NOV 17 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

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November 17, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of November 16, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document corrects the ownership of certain locomotives in the Memorandum of Credit Agreement previously filed with the Board under Recordation Number 29447.

The name and address of the party to the enclosed document are:

Collateral Agent: The Bank of Nova Scotia (by Orrick, Herrington
& Sutcliff LLP, as counsel)
Bldv Manuel Avila Camaco No. 1, Piso 1, Col.
Lomas de Chapultec,
Mexico, D.F., C.P. 11009

Section Chief
November 17, 2010
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A description of the railroad equipment covered by the enclosed document is.

Ownership of certain locomotives corrected as follows: KCSM 3494, 3495, 3497, 3498 and 3807 are owned by Arrendadora KCSM, S. de R.L. de C V.; and KCSM 4759 is owned by Kansas City Southern de Mexico, S.A. de C.V.

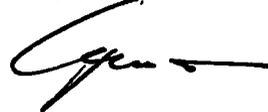
A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$41.00 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



ORRICK

November 16, 2010

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Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

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~~Surface~~ **TRANSPORTATION BOARD**

Re: Note of Corrective Filing for Recordation Number 29447

Dear Section Chief:

We are counsel to The Bank of Nova Scotia and certain other lenders described in the Memorandum of Credit Agreement, dated as of August 30, 2010, which was assigned recordation number 29447 on August 31, 2010. It has come to our attention that the reporting marks and road numbers that we provided for certain locomotives were listed with incorrect information regarding ownership. The incorrectly listed reporting marks and road numbers and the corresponding corrections are listed below. Please revise your records accordingly.

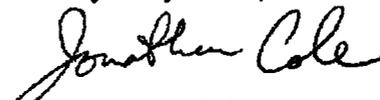
A. The locomotives with the reporting marks and road numbers listed immediately below were incorrectly listed as being owned by Kansas City Southern de México, S.A. de C.V. ("KCSM"), when they in fact are owned by Arrendadora KCSM, S. de R.L. de C.V. ("Arrendadora"):

1. KCSM 3494;
2. KCSM 3495;
3. KCSM 3497;
4. KCSM 3498; and
5. KCSM 3807.

B. The locomotive with the reporting mark and road number "KCSM 4759" was incorrectly listed as being owned by Arrendadora when it is in fact owned by KCSM.

If you have any questions or need further information, please do not hesitate to contact the undersigned at 212-506-5038.

Very Truly Yours,


Jonathan H. Cole



O R R I C K

STATE OF New York)

COUNTY OF New York) SS:)

On this 16th day of November, 2010, before me personally appeared Jonathan H. Cole personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

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

My commission expires: May 19, 2011.


Notary Public
(SEAL)

JOSE L. DeJESUS
Notary Public, State of New York
No. 01DE5078255
Qualified in Queens County
Certificate Filed in New York County
Commission Expires May 19, 2011

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:

11/17/10



Robert W. Alvord