

**HELM-PACIFIC LEASING**

505 Sansome Street, Suite 1800 San Francisco CA 94111  
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

**STB E-File**

September 19, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423-0001

**RE: MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT** dated as of July 30, 2012 ("Memorandum") between **HELM-PACIFIC LEASING**, a Nebraska general partnership and **FERROCARRIL MEXICANO, S.A. DE C.V.**, a Mexican corporation pertaining to the lease of 100 bi-level auto racks in series TNM 6059-6997 n.i. and attached to flatcars in series TTGX 110059-996015 n.i.

Dear Section Chief:

On behalf of Lessor, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed true copy of the above referenced Memorandum of Schedule to Master Lease Agreement.

In connection with the recording of this Memorandum, please note the following information:

**Name and Address for Lessor:** Helm-Pacific Leasing  
c/o Helm Pacific Corporation  
505 Sansome Street, Suite 1800  
San Francisco, CA 94111

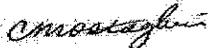
**Name and Address for Lessee:** Ferrocarril Mexicano, S.A. de C.V.  
Bosques de Ciruelos No. 180 piso 3  
Col. Bosques de Las Lomas  
C.P. 11700 Mexico City D.F. Mexico

**Equipment:** 100 bi-level auto racks in series TNM 6059-6997 not inclusive, and attached to flatcars in series TTGX 110059-996015 not inclusive.

Please record this Memorandum as a primary recordation. Please apply the STB's filing fee to Helm-Pacific Leasing's account.

**Summary:** Memorandum of Schedule to Master Lease Agreement dated as of July 30, 2012 between **HELM-PACIFIC LEASING** and **FERROCARRIL MEXICANO, S.A. DE C.V.** for lease of 100 bi-level auto racks in series TNM 6059-6997 attached to flatcars in series TTGX 110059-996015.

Yours truly,



Cecilia Mostaghim  
Contract Administrator

Enclosure

**MEMORANDUM OF**  
**SCHEDULE TO MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE TO MASTER LEASE AGREEMENT ("Memorandum") is dated as of July 30, 2012 and is intended to evidence that certain Schedule No. 3 dated as of July 30, 2012 ("Schedule") to the Master Lease Agreement dated as of December 23, 1998 ("Master Lease") between HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor"), and FERROCARRIL MEXICANO, S.A. DE C.V., a Mexican corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment more fully described in Annex A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Master Lease and the Schedule.

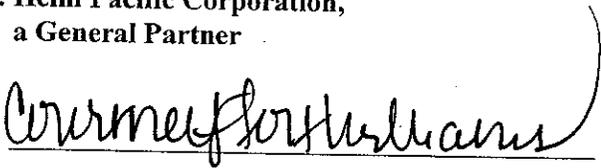
The Master Lease, the Schedule and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor, subject to Section 21 of the Master Lease. Such consent shall not be required when Units are delivered to Lessee's clients in the ordinary course of business. In the Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

**LESSOR**

**HELM-PACIFIC LEASING**

By: **Helm Pacific Corporation,**  
a General Partner

By: 

Name: Courtney A. O'H. Williams

Title: President and CEO

By: **Union Pacific Venture Leasing,**  
Incorporated, a General Partner

By: 

Name: Ed Weber

Title: President

**LESSEE**

**FERROCARRIL MEXICANO, S.A. DE C.V.**

By: 

Name: Lic. Rogelio Vélez

Title: Director General

By: 

Name: C.P. Claudia E. Abaunza

Title: Subdirector de Contraloría



STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On August 8, 2012 before me, C. Mostaghim, personally appeared Courtney A. O'H. Williams, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature C. Mostaghim (Seal)



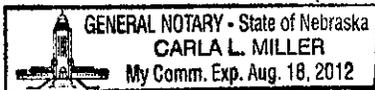
State of Nebraska )  
 )  
County of Douglas )

On August 15, 2012, before me, Carla L. Miller, personally appeared Ed Weber, President of Union Pacific Venture Leasing, Incorporated, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of Nebraska that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Carla L. Miller (Seal)



*Handwritten initials and marks in the bottom right corner.*

**ANNEX A**

To the Memorandum of Schedule to the Master Lease Agreement dated July 30, 2012 between Helm-Pacific Leasing and Ferrocarril Mexicano, S.A. de C.V.

**The Units**

**Equipment Description:** One hundred (100) bi-level auto racks manufactured by Thrall Car Manufacturing Company in 1999 bearing the TNM mark, mounted on flatcars bearing the TTX mark.

	Flatcar Mark & Number	Rack Mark	Rack Number		Flatcar Mark & Number	Rack Mark	Rack Number
1	TTGX110059	TNM	6059	51	TTGX995835	TNM	6729
2	TTGX158519	TNM	6183	52	TTGX995836	TNM	6762
3	TTGX159316	TNM	6040	53	TTGX995837	TNM	6761
4	TTGX979521	TNM	6078	54	TTGX995838	TNM	6812
5	TTGX995782	TNM	6599	55	TTGX995839	TNM	6759
6	TTGX995783	TNM	6658	56	TTGX995840	TNM	6760
7	TTGX995784	TNM	6718	57	TTGX995841	TNM	6740
8	TTGX995785	TNM	6629	58	TTGX995842	TNM	6739
9	TTGX995786	TNM	6630	59	TTGX995843	TNM	6738
10	TTGX995787	TNM	6719	60	TTGX995844	TNM	6726
11	TTGX995788	TNM	6600	61	TTGX995845	TNM	6741
12	TTGX995789	TNM	6603	62	TTGX995846	TNM	6742
13	TTGX995790	TNM	6609	63	TTGX995849	TNM	6743
14	TTGX995791	TNM	6610	64	TTGX995851	TNM	6708
15	TTGX995792	TNM	6601	65	TTGX995852	TNM	6709
16	TTGX995793	TNM	6602	66	TTGX995856	TNM	6712
17	TTGX995794	TNM	6654	67	TTGX995857	TNM	6707
18	TTGX995796	TNM	6652	68	TTGX995869	TNM	6820
19	TTGX995797	TNM	6653	69	TTGX995873	TNM	6817
20	TTGX995799	TNM	6663	70	TTGX995875	TNM	6827
21	TTGX995800	TNM	6670	71	TTGX995876	TNM	6822
22	TTGX995801	TNM	6655	72	TTGX995877	TNM	6821
23	TTGX995802	TNM	6676	73	TTGX995880	TNM	6823
24	TTGX995803	TNM	6657	74	TTGX995882	TNM	6829
25	TTGX995807	TNM	6673	75	TTGX995883	TNM	6825
26	TTGX995808	TNM	6778	76	TTGX995884	TNM	6824
27	TTGX995809	TNM	6714	77	TTGX995888	TNM	6811
28	TTGX995811	TNM	6715	78	TTGX995895	TNM	6888
29	TTGX995812	TNM	6671	79	TTGX995896	TNM	6879
30	TTGX995813	TNM	6672	80	TTGX995897	TNM	6863
31	TTGX995814	TNM	6674	81	TTGX995899	TNM	6886
32	TTGX995815	TNM	6675	82	TTGX995901	TNM	6876
33	TTGX995816	TNM	6678	83	TTGX995902	TNM	6881
34	TTGX995817	TNM	6679	84	TTGX995903	TNM	6814
35	TTGX995818	TNM	6680	85	TTGX995905	TNM	6813
36	TTGX995819	TNM	6693	86	TTGX995906	TNM	6885
37	TTGX995820	TNM	6721	87	TTGX995907	TNM	6815
38	TTGX995821	TNM	6720	88	TTGX995908	TNM	6810
39	TTGX995822	TNM	6694	89	TTGX995909	TNM	6809
40	TTGX995823	TNM	6725	90	TTGX995917	TNM	6890
41	TTGX995824	TNM	6724	91	TTGX995918	TNM	6889
42	TTGX995825	TNM	6723	92	TTGX995930	TNM	6831
43	TTGX995826	TNM	6692	93	TTGX995932	TNM	6838
44	TTGX995827	TNM	6711	94	TTGX995933	TNM	6830
45	TTGX995828	TNM	6691	95	TTGX995934	TNM	6834
46	TTGX995829	TNM	6690	96	TTGX995935	TNM	6833
47	TTGX995830	TNM	6826	97	TTGX995986	TNM	6897
48	TTGX995832	TNM	6689	98	TTGX995988	TNM	6924
49	TTGX995833	TNM	6767	99	TTGX996014	TNM	6998
50	TTGX995834	TNM	6769	100	TTGX996015	TNM	6997