

RECORDATION NO. 22419-R
FILED June 13, 2013 03:25 PM
SURFACE TRANSPORTATION BOARD

June 13, 2013

Edward Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

Re: The Kansas City Southern Railway Company
Sublease Termination

Dear Edward:

In connection with the captioned agreement, we are enclosing an executed copy of the Sublease Termination to be recorded in the Office of the Secretary of the Surface Transportation Board pursuant to 49 U.S.C. §11301 on **June 13, 2013**. Please file the enclosed as soon as possible. We have enclosed transmittal letters to the Office of the Secretary to accompany the filing of the enclosed document.

Upon completion of recordation, please send to the undersigned a scanned copy of the file-stamped cover page reflecting the recordation number.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (312) 845-2991.

Very truly yours,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:dk
Enclosures

June 13, 2013

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

Re: The Kansas City Southern Railway Company
Sublease Termination

Dear Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two (2) executed copies of the Sublease Termination effective as of May 22, 2013 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Locomotive Sublease dated and effective as of September 8, 1999 previously filed with the Board under recordation number 22419-A.

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

Sublessors: The Kansas City Southern Railway Company
NAFTA Rail, S.A. de C.V.
c/o The Kansas City Southern Railway Company
P.O. Box 219335
Kansas City, Missouri 64121-9335
Attention: Vice President Finance & Treasurer

Sublessee: 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

The equipment covered as of the date hereof by the aforesaid Sublease Termination consists of 75 SD70MAC Locomotives bearing the reporting marks TFM 1600 through TFM 1674.

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

Chapman and Cutler LLP

Sublease Termination.

A fee of forty-two dollars (42.00) is enclosed. Please time and date stamp the enclosed 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:

Edward M. Luria, 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

Enclosure

SUBLEASE TERMINATION

THIS SUBLEASE TERMINATION is made and entered into as of May 22, 2013 by and among THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (“KCSR”), NAFTA Rail, S.A. de C.V., a *sociedad anónima de capital variable*, duly organized and validly existing under the laws of Mexico (the “NAFTA”; together with KCSR, the “Sublessors”) and KANSAS CITY SOUTHERN DE MÉXICO, S.A. DE C.V. (formerly known as Kansas City Southern de Mexico, S. de R.L. de C.V., the successor to TFM, S.A. de C.V.), a *sociedad anónima de capital variable*, duly organized and validly existing under the laws of Mexico (the “Sublessee”).

1. Reference is hereby made to (i) that certain Head Lease dated and effective as of September 8, 1999 (the “Head Lease”) by and between El-Mo-Mex, Inc., a Delaware corporation (the successor-in-interest to Edmun Inc., a corporation incorporated under the laws of Alberta (the “Head Lessor”) and El-Mo-Mex, Inc., a Delaware corporation (the successor-in-interest to General Motors Corporation, the successor-in-interest to Controladora General Motors, S.A. de C.V., the successor-in-interest to General Motors de Mexico, S. de R.L. de C.V.) (the “Head Lessee”) and (ii) that certain Locomotive Sublease dated and effective as of September 8, 1999 by and between the Sublessors (as successors-in-interest to the Head Lessee) and the Sublessee.

2. The Head Lease (or a memorandum thereof) was (i) recorded with the Surface Transportation Board (the “STB”) on September 23, 1999 under recordation number 22419 and (ii) deposited with the Registrar General of Canada (the “RGC”) on September 21 1999 under document key 11943. The Sublease (or a memorandum thereof) was (i) recorded with the STB on September 23, 1999 under recordation number 22419-A and (ii) deposited with the RGC on September 21, 1999 under document key 11944.

3. Pursuant to the terms of that certain Assignment and Assumption Agreement dated as of November 2, 2005 and that certain Assignment, Assumption and Termination Agreement dated as of November 2, 2005, each by and among Controladora General Motors, S.A. de C.V., General Motors Corporation, El-Mo-Mex, Inc. and TFM, S.A. de C.V., the Head Lease was terminated. Memoranda of the Assignment and Assumption Agreement and the Assignment, Assumption and Termination Agreement terminating the Head Lease were (i) recorded with the STB on November 2, 2005 under recordation numbers 22419-H and 22419-J, respectively and (ii) deposited with the RGC on November 2, 2005 under document keys 17029 and 17031, respectively.

4. The undersigned parties do hereby give notice of the termination of the Sublease.

5. This Sublease Termination may be executed in any number of counterparts and by different parties hereto on separate counterparts (or upon separate signature pages bound together into one or more counterparts), each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument

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

Sublessor: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Michael W Cline
Name: Michael W. Cline
Title: VP-Finance & Treasurer

Sublessor: NAFTA Rail, S.A. de C.V.

By: Rodrigo Flores León
Name: Rodrigo Flores León
Title: Attorney-in-Fact

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

By: Michael W Cline
Name: Michael W. Cline
Title: Attorney-in-Fact

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

On this, the 11th day of June, 2013, before me, a Notary Public in and for said County and State, personally appeared Michael W. Cline, who being by me duly sworn, says that (s)he is the Vice President-Finance & Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on June 11, 2013 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.



MINDY SWARTZ
My Commission Expires
April 14, 2017
Clay County
Commission #13471148

Mindy Swartz
Name: _____
Notary Public
My Commission Expires: 4/14/17
Residing in Clay County MO

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

On this, the 11th day of June, 2013, before me, a Notary Public in and for said County and State, personally appeared Rodrigo Flores León, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of NAFTA Rail, S.A. de C.V., that said instrument was signed on June 11, 2013 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.



MINDY SWARTZ
My Commission Expires
April 14, 2017
Clay County
Commission #13471148

Mindy Swartz
Name: _____
Notary Public
My Commission Expires: 4/14/17
Residing in Clay County MO

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

On this, the 11th day of June, 2013, before me, a Notary Public in and for said County and State, personally appeared Michael W. Cline, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of KANSAS CITY SOUTHERN DE MÉXICO, S.A. DE C.V., that said instrument was signed on June 11, 2013 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.



MINDY SWARTZ
My Commission Expires
April 14, 2017
Clay County
Commission #13471148

Mindy Swartz
Name: _____
Notary Public
My Commission Expires: 4/14/17
Residing in Clay County MO

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 6-13-13

Edward M Luria
Edward M. Luria