

GREENBRIER
LEASING COMPANY LLC

RECORDATION NO. 27139-E FILED
JUN 21 '10 -1 59 PM

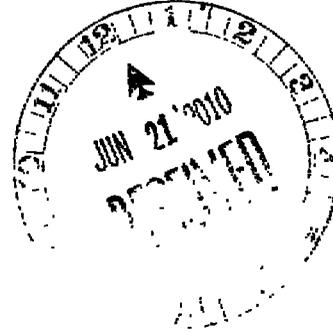
Greenbrier Leasing Company LLC
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

June 17, 2010

VIA FEDERAL EXPRESS

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 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of October 1, 2009 for Schedule No. 7 dated as of October 1, 2009, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated May 16, 2000, which was duly filed and recorded on August 31, 2007 and assigned 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, Oregon 97035

Lessee: Ferrocarril Mexicano, S.A. de C.V.
Bosque de Ciruelos No. 180
Col. Bosques de las Lomas
11700 México, D.F.

A description of the railroad equipment covered by the enclosed document is:

Twenty-six (26) Auto-Max® II auto hauler railcars marked and numbered as more particularly described in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
June 17, 2010
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of October 1, 2009 for Schedule
No. 7.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script that reads "Sheri Clarke Grether".

Sheri Clarke Grether
Paralegal

SCG:ms
Enclosures

cc: Robert W. Alvord, Esq.

RECORDATION NO. 27139-E FILED

JUN 21 '10 -1 59 PM

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. 7

EFFECTIVE: OCTOBER 1, 2009

Handwritten initials and signature in the bottom right corner.

Memorandum of Schedule No. 7 effective as of October 1, 2009, 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, 26 Auto-Max® II auto hauler railcars, bearing marks and numbers as set forth on the Rail Equipment List attached hereto as Exhibit A.
2. Schedule No. 7 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. 7, as each may be amended from time to time.

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

LESSOR:
GREENBRIER LEASING COMPANY LLC

BY: [Signature]
NAME: J. T. Sharp
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: [Signature]
NAME: Ing. Florentino Matadamas Hernandez
TITLE: Director de Abastecimientos

BY: [Signature]
NAME: Lic. Rogelio Vélez López de la Cerda
TITLE: Director General

[Handwritten mark]

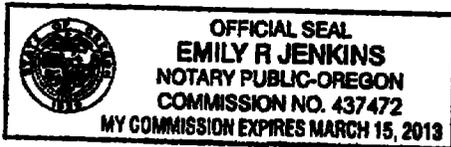
[Handwritten initials]

STATE OF OREGON)
) ss.
County of Clackamas)

On this 8th day of April, ^{10th} 2009, before me personally appeared J. T. Sharp, to me personally known, who being by me duly sworn, says that s/he is the President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

[Handwritten mark]

Emily R. Jenkins
Notary Public for Oregon
My commission expires: March 15, 2013



[Handwritten mark]

[Handwritten signature]

RAIL EQUIPMENT LIST

Mark	Number
AOK	502555
AOK	502556
AOK	502558
AOK	502560
AOK	502564
AOK	502566
AOK	502567
AOK	502568
AOK	502570
AOK	502571
AOK	502572
AOK	502573
AOK	502574
AOK	502575
AOK	502583
AOK	502584
AOK	502590
AOK	502591
AOK	502592
AOK	502593
AOK	502594
AOK	502595
AOK	502596
AOK	502597
AOK	502598
AOK	502599