

# **GREENBRIER** **LEASING COMPANY LLC**

Greenbrier Leasing Company LLC

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

August 4, 2011

RECORDATION NO. 23701-C FILED

AUG 08 '11 -3 01 PM

SUNFALL TRANSPORTATION BOARD

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 March 18, 2011 for Schedule No. 5 dated as of March 18, 2011, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

This document relates to the Lease Agreement dated July 1, 1999, which was duly filed and recorded on October 15, 2001 and assigned Recordation Number 23701.

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: Kansas City Southern de Mexico, S.A. de C.V.,  
As successor to TFM, S.A. de C.V.  
c/o The Kansas City Southern Railroad Company  
427 West 12th Street  
Kansas City, MO 64105

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

Four (4) 52-foot, 286,000 lbs. GRL, mill gondola railcars with 6-foot sides marked and numbered AOK 32675 through AOK 32678, inclusive, and twenty-two (22) 52-foot, 286,000 lbs. GRL, mill gondola railcars with 5-foot 6-inch sides, railcars bearing UCRY marks and numbered as more particularly set forth in the schedule attached to the document.

Section Chief  
Surface Transportation Board  
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Please return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Lease Agreement dated as of March 18, 2011 for Schedule  
No. 5.

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

Sincerely,

A handwritten signature in black ink that reads "Sheri Grether". The signature is written in a cursive style with a large initial "S".

Sheri Clarke Grether  
Paralegal

SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

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

**AND**

**KANSAS CITY SOUTHERN DE MÉXICO, S.A. DE C.V.,**  
*formerly known as TFM, S.A. de C.V. ("LESSEE")*

**JULY 1, 1999**

**SCHEDULE NO. 5**

**MARCH 18, 2011**

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Memorandum of Schedule No. 5 dated as of March 18, 2011, to a Lease Agreement entered into as of July 1, 1999, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor"), and Kansas City Southern de México, S.A. de C.V., a Mexican corporation, formerly known as TFM, S.A. de C.V. ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, four (4) 52-foot, 286,000 lbs. GRL, mill gondola railcars with 6-foot sides, and twenty-two (22) 52-foot, 286,000 lbs. GRL, mill gondola railcars with 5-foot 6-inch sides, marked and numbered as indicated in the attached Railcar List.
2. Schedule No. 5 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. 5.

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

GREENBRIER LEASING COMPANY LLC

By: \_\_\_\_\_

Title: \_\_\_\_\_

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

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

By: \_\_\_\_\_

Title: \_\_\_\_\_

## RAILCAR LIST

<b>Mark</b>	<b>Number</b>
AOK	32675
AOK	32676
AOK	32677
AOK	32678
UCRY	229
UCRY	230
UCRY	231
UCRY	232
UCRY	233
UCRY	234
UCRY	235
UCRY	236
UCRY	237
UCRY	238
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UCRY	242
UCRY	243
UCRY	244
UCRY	245
UCRY	246
UCRY	247
UCRY	248
UCRY	249
UCRY	250
<b>Total</b>	<b>26 Cars</b>