

SEP 04 '12 -5 19 PM

Mitsui Rail Capital Holdings
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

~~SURFACE TRANSPORTATION BOARD~~

Main (312) 803-8880
Fax (312) 803-8890



September 4, 2012

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

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Partial Termination of Lease dated September 4, 2012 between the following parties:

Lessor: Mitsui Rail Capital Holdings, Inc.
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Kansas City Southern de Mexico, S.A. de C.V.
427 West 12th Street
Kansas City, MO 64105

The enclosed document relates to the Partial Assignment and Assumption Agreement previously filed with the Board under Recordation Number 22741-A.

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

49 railcars marked and numbered TFM 79000 - 79048, inclusive, covered by the Partial Assignment and Assumption Agreement on file under Recordation Number 22741-A are RELEASED.

This filing is to appear in the index as follows: Memorandum of Partial Termination of Lease.

Please file this as a secondary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$42.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Manager, Contract Administration
Paralegal, Legal Department

Enclosure

SEP 04 '12 5 19 PM

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Memorandum of Partial Termination of Lease dated as of September 4, 2012 by Mitsui Rail Capital Holdings, Inc., formerly known as The MBK Rail Companies, Inc., a Delaware corporation, as successor in interest to MRC Landbridge, Inc. ("*Lessor*").

WITNESSETH:

1. Lessor and Kansas City Southern de Mexico, S.A. de C.V., formerly known as TFM, S.A. de C.V. (the "*Lessee*") are parties to that certain Lease Agreement (the "*Lease Agreement*"), dated July 16, 1999, and Schedule No. 1 and Schedule No. 2 thereto of the same date (the "*Schedules*"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedules, but only to the extent forty-nine (49) railroad cars marked and numbered TFM 79000 - 79048, inclusive. (The Schedules, incorporating the terms of the Lease Agreement, is herein referred to as the "*Lease*.")
2. Notice of the Lease has been put of record by the filing of a Partial Assignment and Assumption Agreement dated as of October 24, 2002 with the Surface Transportation Board on October 31, 2002 under Recordation Number 22741-A.
3. The forty-nine (49) railcars marked and numbered TFM 79000 - 79048, inclusive, have been terminated and are no longer covered under the Lease.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

MITSUI RAIL CAPITAL HOLDINGS, INC.

By: Michihiko Nose
 Name: Michihiko Nose
 Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 4th day of September, 2012, before me personally appeared Michihiko Nose, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital Holdings, Inc. that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
 NOTARY PUBLIC

My commission expires: July 26, 2016

