



KAPLAN KIRSCH ROCKWELL

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Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: *GMéxico Transportes, S.A. de C.V. – Verified Notice of Exemption for Continuance in Control*, Docket No. FD 36109 – **e-filing**

Dear Ms. Brown:

I am enclosing for filing in the above-captioned proceeding the Amendment of GMéxico Transportes, S.A. de C.V. to the Verified Notice of Exemption (“Notice”) initially filed on April 7, 2017, and published on the STB website on April 10, 2017.

Please do not hesitate to contact me if you have any questions. Thank you very much for your assistance in this matter.

Sincerely,

Allison I. Fultz

Counsel for GMéxico Transportes, S.A. de C.V.

Enclosures

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**

Docket No. FD 36109

GMÉXICO TRANSPORTES, S.A. de C.V.

**– CONTINUANCE IN CONTROL EXEMPTION –
FLORIDA EAST COAST HOLDINGS CORP.**

AMENDMENT TO VERIFIED NOTICE OF EXEMPTION

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Counsel for GMéxico Transportes, S.A.
de C.V.

Dated: April 28, 2017

**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**

Docket No. FD 36109

GMÉXICO TRANSPORTES, S.A. de C.V.

**– CONTINUANCE IN CONTROL EXEMPTION –
FLORIDA EAST COAST HOLDINGS CORP.**

AMENDMENT TO VERIFIED NOTICE OF EXEMPTION

GMéxico Transportes, S.A. de C.V. (“**GMéxico**”), a Mexican *sociedad anónima de capital variable* and non-carrier holding company, submits this Amendment to the Verified Notice of Exemption filed on April 10, 2017, to identify and encompass GMéxico’s parent, Grupo México, S.A.B. de C.V., a Mexican *sociedad anónima bursátil de capital variable* and non-carrier holding company (“**Ultimate Parent**”) as the entity that will continue indirectly in control of the following:

(a) through its wholly-owned non-carrier subsidiary ASARCO LLC (“**ASARCO**”): Copper Basin Railway, Inc. (“**Copper Basin**”), a Class III short line railroad located within the State of Arizona; and

(b) through its non-carrier subsidiary GMéxico: (i) Texas Pacífico Transportation Ltd., d/b/a Texas Pacífico Railroad (“**Pacífico**”), a Class III short line railroad located within the State of Texas, and (ii) following consummation of the proposed transaction, Florida East Coast Railway (“**FECR**”), a Class II railroad located within the State of Florida, the rail subsidiary of GMéxico’s merger target, non-carrier Florida East Coast Holdings Corp. (“**FEC Holdings**”).

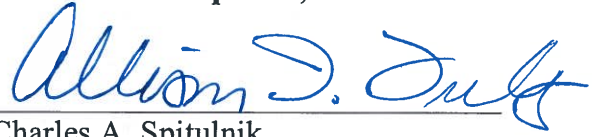
GMéxico is the non-carrier transportation subsidiary of Ultimate Parent. Ultimate Parent also conducts mining operations in the United States through its wholly-owned non-carrier subsidiary, ASARCO. ASARCO's wholly-owned subsidiary Copper Basin is a Class III short line railroad located within the State of Arizona, whose main line runs from Magma, AZ, to Winkelman, AZ, a distance of 54 miles, with a 7-mile-long branch line from Ray Junction, AZ to Ray, AZ. A map of Copper Basin's system is attached as **Exhibit A**.

The organizational diagram attached as **Exhibit B** illustrates the U.S. holdings of Ultimate Parent relevant to the instant Notice (i.e., mining subsidiaries of ASARCO are not depicted). As shown, Ultimate Parent controls Pacífico and Copper Basin indirectly through its subsidiaries GMéxico and ASARCO, respectively. Ultimate Parent will obtain indirect control, through its subsidiary GMéxico, of FECR upon consummation of the merger of GMéxico's wholly-owned non-carrier subsidiary GMXT US, Inc. ("GMXT US") into FEC Holdings.

Since (i) Copper Basin (AZ), Pacífico (TX), and FECR (FL) are all geographically distinct and will remain so following the consummation of the proposed transaction, (ii) the merger through which Ultimate Parent will assume continuance in control of the railroads is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family, and (iii) the transaction does not involve a Class I carrier, the criteria for the class exemption set forth in 49 C.F.R. § 1180.2(d)(2) are satisfied.

Respectfully submitted,

GMéxico Transportes, S.A. de C.V.



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EXHIBIT A

Copper Basin Railway Map

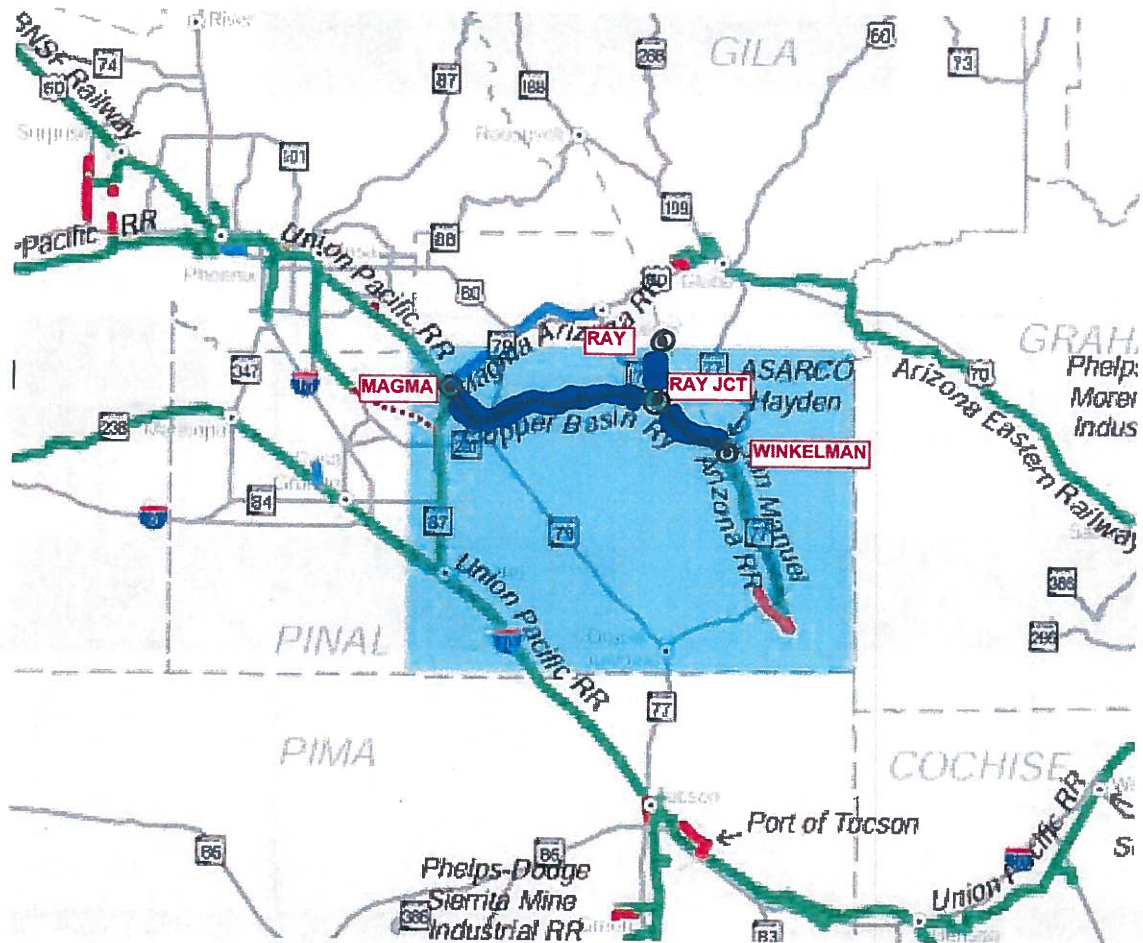


EXHIBIT B

Organizational Diagram - Grupo México, S.A.B. de C.V. U.S. Rail Operations

