

June 2, 2014

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 (Southern Capital Trust I 2002-1)

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 Termination and Release Agreement dated as of June 2, 2014 among Wilmington Trust Company, a Delaware trust company, not in its individual capacity except as expressly stated herein, but solely as trustee (the "Owner Trustee" or "Lessor"), SCC SPV I LLC, a Delaware limited liability company (the "Lessee"), Manufacturers and Traders Trust Company (successor-in-interest to Allfirst Bank), a New York banking corporation, not in its individual capacity, except as expressly provided herein, but solely Indenture Trustee (the "Indenture Trustee"), Southern Capital Corporation, LLC ("Seller") and The Kansas City Southern Railway Company (the "Sublessee"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The primary document to which the enclosed Termination and Release Agreement relates is a Memorandum of a Security Agreement and Assignment of Leases recorded on October 21, 1996 under Recordation Number 20312.

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

Owner Trustee/Lessor: Wilmington Trust Company, as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (Southern Capital
Trust I 2002-1)

Chapman and Cutler LLP

Lessee: SCC SPV I LLC
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (Southern Capital Trust I 2002-1)

Indenture Trustee Manufacturers and Traders Trust Company
25 South Charles Street MD2 CS58
Baltimore, Maryland 21201
Attention: Corporate Trust Administration (Southern Capital Trust I 2002-1)

Seller: Southern Capital Corporation LLC
c/o The Kansas City Southern Railway Company
P.O. Box 219335
Kansas City, Missouri 64121-9335
Attention: Vice President Finance & Treasurer

Sublessee: The Kansas City Southern Railway Company
P.O. Box 219335
Kansas City, Missouri 64121-9335
Attention: Vice President Finance & Treasurer

The equipment covered as of the date hereof by the aforesaid Termination and Release Agreement consists of 48 General Electric AC4400 CW Diesel Electric Locomotives bearing the reporting marks within the series KCS 4575 through KCS 4624.

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

Termination and Release Agreement.

A fee of forty-four dollars (44.00) 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:

Chapman and Cutler LLP

Edward 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

**TERMINATION AND RELEASE AGREEMENT
(SOUTHERN CAPITAL TRUST I 2002-1)**

THIS TERMINATION AND RELEASE AGREEMENT (Southern Capital Trust I 2002-1) (the "*Termination and Release Agreement*") is dated June 2, 2014 among SCC SPV I LLC, a Delaware limited liability company (the "*Lessee*"); THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (the "*Sublessee*"); SOUTHERN CAPITAL CORPORATION, LLC, a Colorado limited liability company (the "*Seller*"); WILMINGTON TRUST COMPANY, a Delaware trust company, not in its individual capacity except as expressly stated herein, but solely as trustee (the "*Owner Trustee*" or "*Lessor*") and MANUFACTURERS AND TRADERS TRUST COMPANY (successor-in-interest to Allfirst Bank), a New York banking corporation, not in its individual capacity, except as expressly provided herein, but solely Indenture Trustee (the "*Indenture Trustee*").

RECITALS

A. The Lessor and the Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (Southern Capital Trust I 2002-1) dated as of June 25, 2002 (as amended, supplemented and modified to date, the "*Indenture*") by which the Lessor agreed to grant a security interest in certain equipment to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:39 A.M. under recordation number 20312-X.

B. The Lessor has heretofore entered into that certain Trust Indenture Supplement No. 1 (Southern Capital Trust I 2002-1) dated June 25, 2002 (as amended, supplemented and modified to date, the "*Indenture Supplement*") by which the Lessor granted a security interest in the locomotives described on Schedule A hereto (the "*Equipment*") to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Indenture. The Indenture Supplement (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:42 A.M. under recordation number 20312-Y.

C. The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (Southern Capital Trust I 2002-1) dated as of June 25, 2002 (as amended, supplemented or modified to date, the "*Lease*") by which the Lessor agreed to Lease to Lessee certain equipment on the terms and conditions set forth therein. The Lease (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:44 A.M. under recordation number 20312-Z.

D. The Lessor and the Lessee have heretofore entered into that certain Lease Supplement No. 1 (Southern Capital Trust I 2002-1) dated June 25, 2002 (as amended, supplemented or modified to date, the "*Lease Supplement*") by which the Lessor has leased to Lessee the Equipment. The Lease Supplement (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at June 25, 2002 at 10:47 A.M. under recordation number 20312-AA.

E. The Seller, the Lessee and the Sublessee have heretofore entered into that certain Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement dated as of June 25, 2002 (as amended, supplemented and modified to date, the "*Sublease*") by which (i) the Seller assigned to Lessee, and Lessee assumed, the obligations of Seller under the Original Master Lease (as defined in the Sublease) with respect to the Equipment and (ii) the Lessee subleased to Sublessee, and Sublessee subleased from Lessee, the Equipment. The Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:51 A.M. under recordation number 20312-BB.

F. The Lessee and the Sublessee have heretofore entered into that certain Sublease Supplement No. 1 (Southern Capital Trust I 2002-1) dated June 25, 2002 (as amended, supplemented or modified to date, the "*Sublease Supplement*") by which the Lessee has subleased to Sublessee the Equipment. The Sublease Supplement (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:57 A.M. under recordation number 20312-CC.

G. The Lessor and the Lessee have heretofore entered into that certain Sublease Assignment (Southern Capital Trust I 2002-1) dated June 25, 2002 (as amended, supplemented or modified to date, the "*Sublease Assignment*") by which the Lessee has assigned to the Lessor its rights in the Lease. The Sublease Assignment (or a memorandum thereof) was duly recorded with the Surface Transportation Board on June 25, 2002 at 11:0 A.M. under recordation number 20312-DD.

NOW, THEREFORE, in consideration of the mutual agreements herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. DEFINITIONS AND INTERPRETATION.

Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. TERMINATION.

Each of the Indenture, the Indenture Supplement, the Lease, the Lease Supplement, the Sublease, the Sublease Supplement and the Sublease Assignment is terminated effective as of the date hereof with respect to the railroad equipment subject thereto, including the Equipment.

3. SURVIVAL.

This Termination and Release Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture, the Indenture Supplement, the Lease, the Lease Supplement, the Sublease, the Sublease Supplement and the Sublease Assignment, as applicable, which expressly survive this termination.

4. COUNTERPARTS.

This Agreement may be executed in any number of counterparts, and each counterpart shall for all purposes be deemed to be an original, and all such counterparts together shall constitute one and the same instrument.

5. GOVERNING LAW.

This Agreement shall, in all respects, be governed by and construed in accordance with the laws of the State of New York.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

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

SCC SPV ILLC

By: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Independent Manager

By 
Name: Mark H. Brzoska
Title: Assistant Vice President

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By _____
Name:
Title:

SOUTHERN CAPITAL CORPORATION, LLC

By _____
Name:
Title:

WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By 
Name: Mark H. Brzoska
Title: Assistant Vice President

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

SCC SPV ILLC

By: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Independent Manager

By _____
Name:
Title:

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

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

SOUTHERN CAPITAL CORPORATION, LLC

By Michael W Cline
Name: Michael W. Cline
Title: Authorized Representative

WILMINGTON TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By _____
Name:
Title:

MANUFACTURERS AND TRADERS TRUST
COMPANY, not in its individual capacity, except
as provided herein, but only as Indenture
Trustee

By



Name: Donald C. Hargadon

Title: Vice President

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 30th day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, the Independent Manager of SCC SPV I LLC (the "Seller"), that said instrument was signed on May __, 2014 by the Independent Manager on behalf of the Seller 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 the Independent Manager and the Seller, as applicable.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patricia A. Bradenburg
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

PATRICIA A. BRADENBURG
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 04-12-2015

STATE OF MISSOURI)
) SS:
COUNTY OF JACKSON)

On this, the ___ day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on May __, 2014 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.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(Seal)

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the ___ day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, the Independent Manager of SCC SPV I LLC (the "Seller"), that said instrument was signed on May ___, 2014 by the Independent Manager on behalf of the Seller 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 the Independent Manager and the Seller, as applicable.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(Seal)

STATE OF MISSOURI)
) SS:
COUNTY OF JACKSON)

On this, the 30 day of May, 2014, 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 May 30, 2014 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.



(Seal)

MARY LYN VILLANUEVA
My Commission Expires
June 3, 2014
Jackson County
Commission #10980837



Name:
Notary Public
My Commission Expires: 6/3/14
Residing in Jackson County, MO

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

On this, the 30 day of May, 2014, 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 Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that said instrument was signed on May 30, 2014 on behalf of said corporation by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(Seal)

MARY LYN VILLANUEVA
My Commission Expires
June 3, 2014
Jackson County
Commission #10980837

Mary Lynn Villanueva
Name: _____
Notary Public
My Commission Expires: 6/3/14
Residing in Jackson County, MO

STATE OF DELAWARE)
)
) SS:
COUNTY OF NEW CASTLE)

On this, the ___ day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on May ___, 2014 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 the trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(Seal)

STATE OF MISSOURI)
) SS:
COUNTY OF JACKSON)

On this, the ___ day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of SOUTHERN CAPITAL CORPORATION, LLC, that said instrument was signed on May ___, 2014 on behalf of said corporation by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(Seal)

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

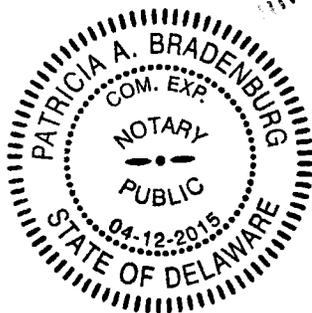
On this, the 30th day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on May ___, 2014 by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Patricia A. Bradenburg

Name:
Notary Public
My Commission Expires:
Residing in _____

(Seal)

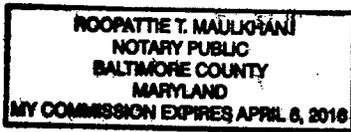


PATRICIA A. BRADENBURG
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 04-12-2015

STATE OF MARYLAND)
) SS:
COUNTY OF BALTIMORE)

On this, the 30th day of May, 2014, before me, a Notary Public in and for said County and State, personally appeared Donald C. Hargadon, who being by me duly sworn, says that (s)he is the Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed on May 30, 2014 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 the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



ROPATTIE T. MAULKHAH
Name: [Signature]
Notary Public
My Commission Expires: 4-6-2016
Residing in Baltimore, Maryland

(Seal)

DESCRIPTION OF EQUIPMENT

UNITS TYPE	QUANTITY	REPORTING MARKS AND ROAD NUMBERS
General Electric AC4400 CW Diesel Electric Locomotives	48	KCS 4575 through KCS 4579, inclusive, and KCS 4582 through KCS 4624, inclusive

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: June 2, 2014

Edward M. Luria

Edward M. Luria