

775 81901  
Carol Howe

11873 NN ✓  
RECORDATION NO. 11873 NN

SEP 28 1984 -3 15 AM  
The Kansas City Southern Railway Company  
Louisiana & Arkansas Railway Company  
RECORDATION NO. 11873 BK  
SEP 28 1984 -3 15 AM

INTERSTATE COMMERCE COMMISSION

301 West 11th Street, Kansas City, Missouri 64105

INTERSTATE COMMERCE COMMISSION

RICHARD P. BRUENING  
Vice President and General Counsel

RECORDATION NO. 11873 SC ✓  
Filed 1425

SEP 28 1984 -3 15 AM

September 27, 1984  
4-272A023

RECORDATION NO. 11873 DP ✓  
Filed 1425

SEP 28 1984 -3 15 AM

INTERSTATE COMMERCE COMMISSION No.

Date ..... SEP 28 1984

INTERSTATE COMMERCE COMMISSION

Hon. James H. Bayne  
Interstate Commerce Commission  
Washington, DC 20423

Fee \$ ..... 50.00

ICC Washington, D. C.

RECORDATION NO. 11873 SC ✓  
Filed 1425

SEP 28 1984 -3 15 AM

INTERSTATE COMMERCE COMMISSION

RE: Lease Amendments 28 through 32,  
amending Lease No. 1000, among  
Carland, Inc., The Kansas City  
Southern Railway Company, Louisiana  
& Arkansas Railway Company, and  
Kansas City Southern Industries, Inc.

*File*

Dear Mr. Bayne:

I have enclosed five counterparts of each of  
the documents described below, to be recorded pursuant  
to Section 11303 of Title 49 United States Code.

These documents are amendments to Lease No.  
1000, among Carland, Inc., The Kansas City Southern  
Railway Company, Louisiana & Arkansas Railway Company,  
and Kansas City Southern Industries, Inc. They are sec-  
ondary documents, dated as shown below.

The primary document to which these amendments apply  
is recorded under Recordation No. 11873. The primary  
document has been previously amended, the last amendment  
having been recorded on August 3, 1984, under Recordation  
No. 11873--JJ.

The names and addresses of the parties to the  
documents are as follows:

- Lessor: Carland, Inc.  
4300 Johnson Drive - Suite 101  
Fairway, KS 66205
- Lessee: Louisiana & Arkansas Railway Company  
114 West 11th Street  
Kansas City, MO 64105

A description of the equipment covered by each of  
the documents is as follows:

*David M. Schwartz  
5th Floor of Worcester*

*Counterparts*

ICC OFFICE OF  
THE SECRETARY

SEP 28 3 07 PM '84

MOTOR OPERATING UNIT

- ✓ 1. Lease Amendment 28, dated: February 25, 1984  
(Schedule B No. 457)

<u>Type</u>	<u>AAR Mech Designation</u>	<u>Quantity</u>	<u>Road Nos.</u>
GP 40 Locomotive (EMD)	BB	4	KCS 748 KCS 750 KCS 752 KCS 753

- ✓ 2. Lease Amendment 29, dated: March 5, 1984  
(Schedule B No. 457A)

<u>Type</u>	<u>AAR Mech Designation</u>	<u>Quantity</u>	<u>Road Nos.</u>
GP 40 Locomotive (EMD)	BB	2	KCS 749 KCS 751

- ✓ 3. Lease Amendment 30, dated: April 6, 1984  
(Schedule B No. 457B)

<u>Type</u>	<u>AAR Mech Designation</u>	<u>Quantity</u>	<u>Road Nos.</u>
GP 40 Locomotive (EMD)	BB	6	KCS 754 KCS 755 KCS 756 KCS 757 KCS 758 KCS 759

- ✓ 4. Lease Amendment 31, dated: April 3, 1984  
(Schedule B No. 474)

<u>Type</u>	<u>AAR Mech Designation</u>	<u>Quantity</u>	<u>Road Nos.</u>
Flat Car	FMS	2	KCS 710032 KCS 710041

- ✓ 5. Lease Amendment 32, dated: December 15, 1983

<u>Type</u>	<u>AAR Mech Designation</u>	<u>Quantity</u>	<u>Road Nos.</u>
GP 40 Locomotive (EMD)	BB	17	KCS 760 thru KCS 776, incl.

A fee of \$50.00 is enclosed. Please return all counterparts of the documents not needed by the Commission for recordation to the party tendering same.

Short summaries of the documents to appear in the index are as follows:

1. Lease Amendment 28:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 2/25/84, covering four locomotives (KCS 748, KCS 750, KCS 752, KCS 753).

2. Lease Amendment 29:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 3/5/84, covering two locomotives (KCS 749 and KCS 751)

3. Lease Amendment 30:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 4/6/84, covering six locomotives (KCS 754, KCS 755, KCS 756, KCS 757, KCS 758, KCS 759)

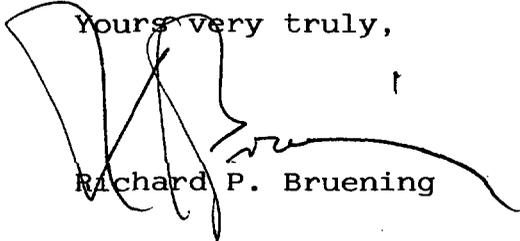
4. Lease Amendment 31

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 4/3/84, covering two flat cars (KCS 710032 and KCS 710041)

5. Lease Amendment 32:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 12/15/83, covering seventeen locomotives (KCS 760 through KCS 776, inclusive).

Yours very truly,



Richard P. Bruening

Lease 1000  
 Security Agreement and Assignment: May 1, 1981  
 Consent and Agreement: May 1, 1981  
 Date February 25, 1984

SCHEDULE B. No. 457 **SEP 28 1984 .3 15 AM**

Attached to and made a part of Lease No. 1000 entered into the INTERSTATE COMMERCE COMMISSION, 1980, by and between CARLAND, INC., and LOUISIANA AND ARKANSAS RAILWAY COMPANY.

The following described Unit or Units have been delivered by Lessor to Lessee on the above date subject to the terms of said Lease.

Description	No. of Units	Identification Number	Unit No.	Delivery Place	Date	Rental per Unit			Lease Extensior Periods
						Annual or No. of	Monthly	Years	
GP40 Locomtives	4					\$2,552.08	per month	for 60 months	
			748	Shreveport	2-25-84	\$2,569.25	per month	for 60 months	
			750			\$2,657.77	per month	for 60 months	
			752			\$2,630.73	per month	for 60 months	
			753						

Date of Delivery: 2-25-84  
 Prime at Delivery: 11%

The Unit or Units hereinabove described, the aforesaid Lease, all rentals due or to become due in respect of such Unit(s), and all proceeds of the foregoing are subject to a security interest and assignment in favor of The Northern Trust Company, pursuant to Security Agreement and Consent and Agreement between the undersigned parties and said Bank, all dated as of May 1, 1981.

CARLAND, INC. (Lessor)      LOUISIANA AND ARKANSAS RAILWAY COMPANY (Lessee)

ATTEST: \_\_\_\_\_ ATTEST: \_\_\_\_\_

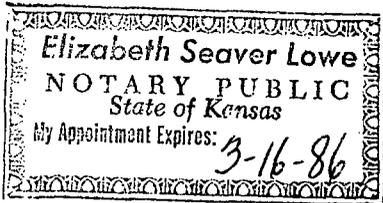
By: [Signature] By: [Signature]  
 (Seal) Marshall H. Dean, President

Asst. Sec.

By: [Signature] By: [Signature]  
 (Seal) Secretary Vice President

STATE OF KANSAS )  
 ) SS  
COUNTY OF JOHNSON)

On this 25th day of February, 1984, before me personally appeared Marshall H. Dean, to me personally known, who, being duly sworn, says that he is the President of CARLAND, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



*Elizabeth Seaver Lowe*  
Notary Public

STATE OF MISSOURI )  
 ) SS  
COUNTY OF JACKSON)

On this 25th day of February, 1984, before me personally appeared J. H. Hughes to me personally known, who, being duly sworn, says that he is Vice President of Louisiana & Arkansas Railway Co. that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

BETTY L. HUTSLER  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires February 16, 1988

*Betty L. Hutsler*  
Notary Public