

The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company

301 West 11th Street, Kansas City, Missouri 64105

RICHARD P. BRUENING
General Counsel

RECORDATION NO. 13011-B FILED 1425

June 8, 1981

JUN 30 1981 - 3 50 PM

Hon. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

1-181A
No. 1-181A
Date JUN 30 1981
Fee \$ 10.00
ICC Washington, D. C.

Dear Ms. Mergenovich:

Pursuant to 49 USC Sec. 11303 of the Interstate Commerce Act, as amended, and the regulations of the Interstate Commerce Commission promulgated thereunder, there are transmitted herewith for filing and recording, six executed copies of the Amendment to Railroad Equipment Lease (the "Lease Amendment") dated as of May 21, 1981, between General Motors Corporation (Electro-Motive Division), as Lessor, and The Kansas City Southern Railway Company, as Lessee. Said Lease Amendment is an amendment to the Railroad Equipment Lease dated March 16, 1981, and filed together with the Assignment thereof, under Recordation Nos. 13011 and 13011-A. Said previous filings were made on March 26, 1981.

The name and address of the Lessor is:

General Motors Corporation
(Electro-Motive Division)
LaGrange, IL 60525

The name and address of the Lessee is:

The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

A general description of the equipment covered by the Lease is as follows:

Two (2) General Motors GP 40-2 Locomotives
(Numbers: KCS 796 and KCS 797, inclusive).

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I.C.C.
REG. OPERATION BR.

Richard P. Bruening
Agatha Mergenovich

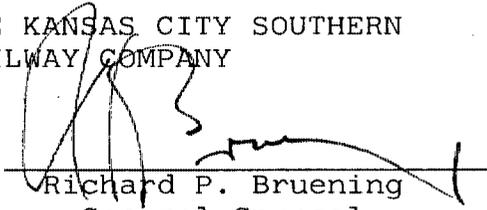
The above identified Lease Amendment has not been previously recorded with the Interstate Commerce Commission, but is an amendment to the Lease and Assignment filed under Recordation Numbers 13011 and 13011-A, respectively.

We request that all copies of the Lease Amendment not required for your files be marked with the Commission filing and recording stamps and returned to the party tendering same.

Yours very truly,

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

By


Richard P. Bruening
General Counsel

RPB:cm
Encl.

JUN 30 1981-3 50 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO RAILROAD EQUIPMENT LEASE

WHEREAS, on March 16, 1981, General Motors Corporation (Electro-Motive Division), a Delaware corporation (the "Lessor"), and The Kansas City Southern Railway Company, a Missouri corporation (the "Lessee") entered into a Railroad Equipment Lease (the "Lease") covering Two (2) GP40-2 Locomotives (Nos. KCS 796 and KCS 797); and

WHEREAS, under an Assignment (the "Assignment") certain rights under said Lease were assigned by Lessor to Morgan Guaranty Trust Company of New York, a New York corporation (the "Assignee") on March 25, 1981; and

WHEREAS, the parties to said Lease desire to amend the Lease, and the Assignee consents to said amendment;

NOW, THEREFORE, it is agreed as follows:

1. Paragraph 10 of the Lease is hereby deleted and the following language is substituted therefor:

10. The term of this Agreement, including the obligation of Lessee to pay the rental provided in paragraph 2 hereof shall in respect of each of said Locomotives be for the period beginning on the date of delivery of such Locomotive to Lessee under this Agreement and terminate on a date simultaneous with settlement for and payment of the full purchase price of each of such Locomotives under a permanent plan of financing, or on October 31, 1981, whichever event shall first occur. Lessee's obligation to purchase the Locomotives under the Purchase Agreement or to provide a purchaser therefor on or before October 31, 1981, at the purchase price on which rental payments hereunder are based, shall be absolute, regardless of the condition thereof at such time.

2. All other provisions of the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Amendment to Railroad Equipment Lease to be executed

by their duly authorized officers and their corporate seals to be affixed as of this 21st day of May, 1981.

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

ATTEST: [Signature]
Assitant Secretary

By [Signature]
Vice President

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

ATTEST: [Signature]
Secretary

By [Signature]
Vice President - CFO

CONSENT

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Assignee under the Lease, hereby consents to the above Amendment to Railroad Equipment Lease this 26th day of June, 1981.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK

By [Signature]
Vice President

STATE OF ILLINOIS }
 } ss.
COUNTY OF COOK }

On this 15th day of June, 1981, before me personally appeared E. K. HOGLUND to me personally known, who, being by me duly sworn, says that he is a Vice President of General Motors Corporation, 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.

J. K. Garsicki
Notary Public

My commission expires:
September 18, 1983

STATE OF MISSOURI }
 } ss.
COUNTY OF JACKSON }

On this _____ day of May, 1981, before me personally appeared _____ to me personally known, who, being by me duly sworn, says that he is a _____ of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, 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 foregoing instrument was the free act and deed of said corporation.

Notary Public