

The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company

301 West 11th Street, Kansas City, Missouri 64105

RICHARD P. BRUENING
General Counsel

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

13011-C
NOV 13 1981 12:50 PM
INTERSTATE COMMERCE COMMISSION

1-317-110
No. _____
Date NOV 13 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 Second Amendment to Railroad Equipment Lease (the "Lease Amendment") dated as of October 19, 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 Lease was previously amended on May 21, 1981, and said Amendment was filed with the Commission on June 30, 1981 under Recordation No. 13011-B.

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).

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

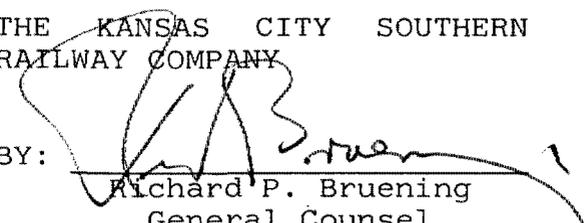
*Richard P. Bruening
for Submission & Wascarta
C. [Signature]*

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RECORDED & INDEXED

We request that all copies of the Second 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.

SECOND AMENDMENT TO RAILROAD EQUIPMENT LEASE NOV 13 1981 12 20 PM

INTERSTATE COMMERCE COMMISSION

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) GP 40-2 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, said Lease was amended by an agreement dated as of May 21, 1981; and

WHEREAS, the parties to said Lease desire to enter into a second amendment to the Lease, and the Assignee consents to said second amendment:

NOW, THEREFORE, it is agreed as follows:

1. Paragraph 10 (as amended) 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 November 30, 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 November 30, 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 Second Amendment to Railroad Equipment Lease to be exe-

cuted by their duly authorized officers and their corporate seals to be affixed as of this 19th day of October, 1981.

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

ATTEST:

[Signature]
Assistant Secretary

BY

[Signature]
Vice President

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

ATTEST:

[Signature]
ASSISTANT Secretary

BY

[Signature]
Vice President

CONSENT

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Assignee under the Lease, hereby consents to the above Amendment to Railroad Equipment Lease this 10th day of November, 1981.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

BY

[Signature]
Vice President

STATE OF ILLINOIS]
] ss.
COUNTY OF COOK]

On this 22nd day of October, 1981, before me personally appeared P. 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.

A. P. Powers
Notary Public

My commission expires: March 25, 1985

STATE OF MISSOURI]
] ss.
COUNTY OF JACKSON]

On this 20th day of October, 1981, before me personally appeared Donald L. Graf to me personally known, who, being by me duly sworn, says that he is a Vice President 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.

G. B. Niedermeyer
Notary Public

G. B. NIEDERMEYER
Notary Public, State of Missouri
Commissioned in Jackson County
My Commission Expires May 29, 1983