

CRAVATH, SWAINE & MOORE

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212 HANOVER 2-3000

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TELEX 290530
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LONDON, EC2N 2BR, ENGLAND
TELEPHONE 1-606-1421
TELEX 8814901

RECORDATION NO. 13011-D
NOV 30 1981 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

1-336663
No. 2302--842
Date NOV. 30, 1981
Per 3.10.69
ICC Washington, D. C.

November 30, 1981

Kansas City Southern Railway Company
Conditional Sale Financing Dated as of November 30, 1981
Floating Rate Conditional Sale Indebtedness Due 1996
[CS&M Ref.: 2302--842]

Dear Madam:

Pursuant to 49 U.S.C. § 11303, I enclose herewith for filing and recordation, counterparts of a Release and Discharge dated as of November 30, 1981, among General Motors Corporation (Electro-Motive Division), The Kansas City Southern Railway Company and Morgan Guaranty Trust Company of New York, constituting a full release of a Lease of Railroad Equipment dated March 16, 1981, assigned recordation No. 13011, an Assignment of Lease dated March 25, 1981, assigned recordation No. 13011-A and an Amendment to Railroad Equipment Lease dated May 21, 1981, assigned recordation No. 13011-B. *ON November 19, 1981, a Second Amendment to Finance Agreement was heard under Rec No 13011-B.*

The names and addresses of the parties to the aforementioned Release and Discharge are as follows:

1. Assignee:

Morgan Guaranty Trust Company,
23 Wall Street,
New York, N.Y. 10005

*Mr Lee -
this will be
under recordation
No. 13011-D*

Counterparts - G. H. Williams

2. Builder--Vendor:

General Motors Corporation,
(Electro-Motive Division),
La Grange, Illinois 60525.

3. Railroad:

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

The equipment covered by the aforementioned Release and Discharge is listed in Exhibit A attached hereto.

Enclosed is our check for \$10 for the regular recordation fee. Please accept for recordation one counterpart of the enclosed Release and Discharge, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



Michael J. O'Brien

Interstate Commerce Commission,
Washington, D.C. 20423

Attention of Agatha L. Mergenovich, Secretary

Encls.

11N

EXHIBIT A

Equipment

Railroad Road
Numbers

2 GP 40-2 Road Locomotives

KCS 796

KCS 797

RECORDATION NO. 13011-D
FORM 1420

NOV 30 1981 10 25 AM

INTERSTATE COMMERCE COMMISSION

Release and Discharge

A Lease of Railroad Equipment dated March 16, 1981 ("Lease No. 1"), was entered into between General Motors Corporation (Electro-Motive Division) ("Lessor") and The Kansas City Southern Railway ("Lessee") in respect of two locomotives numbered KCS 796 and KCS 797, and Lease No. 1 was filed with the Interstate Commerce Commission on March 26, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011.

Pursuant to an Assignment of Lease dated March 25, 1981 ("Lease Assignment No. 1"), between the Lessor and Morgan Guaranty Trust Company of New York ("Assignee"), the Lessor assigned certain of its rights under Lease No. 1 to the Assignee, and Lease Assignment No. 1 was filed with the Interstate Commerce Commission on March 26, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011-A.

Lease No. 1 was amended by an Amendment to Railroad Equipment Lease dated May 21, 1981 ("Amendment No. 1"), and Amendment No. 1 was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011-B.

Lease No. 1, Lease Assignment No. 1 and Amendment No. 1 are herein collectively called the "Lease No. 1 Documents".

A Lease of Railroad Equipment dated May 7, 1981, ("Lease No. 2") was entered into between the Lessor and the Lessee in respect of ten locomotives numbered KCS 704 through KCS 713, and Lease No. 2 was filed with the Interstate Commerce Commission on May 19, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13107.

Pursuant to an Assignment of Lease dated May 8, 1981 ("Lease Assignment No. 2"), between the Lessor and the Assignee, the Lessor assigned certain of its rights under Lease No. 2 to the Assignee, and Lease Assignment No. 2 was filed with the Interstate Commerce Commission on May 19, 1981, and was assigned Recordation No. 13107-A

Release and Discharge

A Lease of Railroad Equipment dated March 16, 1981 ("Lease No. 1"), was entered into between General Motors Corporation (Electro-Motive Division) ("Lessor") and The Kansas City Southern Railway ("Lessee") in respect of two locomotives numbered KCS 796 and KCS 797, and Lease No. 1 was filed with the Interstate Commerce Commission on March 26, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011.

Pursuant to an Assignment of Lease dated March 25, 1981 ("Lease Assignment No. 1"), between the Lessor and Morgan Guaranty Trust Company of New York ("Assignee"), the Lessor assigned certain of its rights under Lease No. 1 to the Assignee, and Lease Assignment No. 1 was filed with the Interstate Commerce Commission on March 26, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011-A. DEC

Lease No. 1 was amended by an Amendment to Railroad Equipment Lease dated May 21, 1981 ("Amendment No. 1"), and Amendment No. 1 was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011-B. DEC

Lease No. 1, Lease Assignment No. 1 and Amendment No. 1 are herein collectively called the "Lease No. 1 Documents".

A Lease of Railroad Equipment dated May 7, 1981, ("Lease No. 2") was entered into between the Lessor and the Lessee in respect of ten locomotives numbered KCS 704 through KCS 713, and Lease No. 2 was filed with the Interstate Commerce Commission on May 19, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13107.

Pursuant to an Assignment of Lease dated May 8, 1981 ("Lease Assignment No. 2"), between the Lessor and the Assignee, the Lessor assigned certain of its rights under Lease No. 2 to the Assignee, and Lease Assignment No. 2 was filed with the Interstate Commerce Commission on May 19, 1981, and was assigned Recordation No. 13107-A.

RELEASE AND DISCHARGE

A Lease of Railroad Equipment dated March 16, 1981, ("Lease No. 1"), was entered into between General Motors Corporation (Electro-Motive Division) ("Lessor") and The Kansas City Southern Railway Company ("Lessee") in respect of two locomotives numbered KCS 796 and KCS 797, and Lease No. 1 was filed with the Interstate Commerce Commission on March 26, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011.

Pursuant to an Assignment of Lease dated March 25, 1981 ("Lease Assignment No. 1"), between the Lessor and Morgan Guaranty Trust Company of New York ("Assignee"), the Lessor assigned certain of its rights under Lease No. 1 to the Assignee, and Lease Assignment No. 1 was filed with the Interstate Commerce Commission on March 26, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011-A.

Lease No. 1 was amended by an Amendment to Railroad Equipment Lease dated May 21, 1981 ("Amendment No. 1") and Amendment No. 1 was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13011-B.

Lease No. 1, Lease Assignment No. 1 and Amendment No. 1 are herein collectively called the "Lease No. 1 Documents".

A Lease of Railroad Equipment dated May 7, 1981, ("Lease No. 2") was entered into between the Lessor and the Lessee in respect of ten locomotives numbered KCS 704 through KCS 713, and Lease No. 2 was filed with the Interstate Commerce Commission on May 19, 1981, pursuant to the provisions of 49 U.S.C. § 11303 and was assigned Recordation No. 13107.

Pursuant to an Assignment of Lease dated May 8, 1981 ("Lease Assignment No. 2"), between the Lessor and the Assignee, the Lessor assigned certain of its rights under Lease No. 2 to the Assignee, and Lease Assignment No. 2 was filed with the Interstate Commerce Commission on May 19, 1981, and was assigned Recordation No. 13107-A.

Lease No. 2 and Lease Assignment No. 2 are herein collectively called the "Lease No. 2 Documents".

The Lease No. 1 Documents and the Lease No. 2 Documents were intended to provide for temporary financing for the twelve locomotives described therein until such time as permanent financing therefor had been arranged, as is now the case, and, therefore, the parties thereto desire to release and discharge the Lease No. 1 Documents and the Lease No. 2 Documents.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt whereof is hereby acknowledged, the Lessor, Lessee and Assignee hereby relinquish any and all right, title, claim or demand they may have arising by, through or under the Lease No. 1 Documents and the Lease No. 2 Documents and further authorize this Release and Discharge to be filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. § 11303 in order to release and discharge the Lease No. 1 Documents and the Lease No. 2 Documents and to satisfy the same of record.

IN WITNESS WHEREOF, the Lessor, the Lessee and the Assignee have caused this Release and Discharge to be executed, all as of November 30, 1981.

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

[Corporate Seal]

By

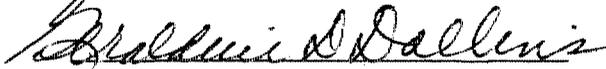
Attest:

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

[Corporate Seal]

By

Attest:



ASSISTANT SECRETARY

MORGAN GUARANTY TRUST
COMPANY OF NEW YORK

[Corporate Seal]

By

Attest:

Lease No. 2 and Lease Assignment No. 2 are herein collectively called the "Lease No. 2 Documents".

The Lease No. 1 Documents and the Lease No. 2 Documents were intended to provide for temporary financing for the twelve locomotives described therein until such time as permanent financing therefor had been arranged, as is now the case, and, therefore, the parties thereto desire to release and discharge the Lease No. 1 Documents and the Lease No. 2 Documents.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt whereof is hereby acknowledged, the Lessor, Lessee and Assignee hereby relinquish any and all right, title, claim or demand they may have arising by, through or under the Lease No. 1 Documents and the Lease No. 2 Documents and further authorize this Release and Discharge to be filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. § 11303 in order to release and discharge the Lease No. 1 Documents and the Lease No. 2 Documents and to satisfy the same of record.

IN WITNESS WHEREOF, the Lessor, the Lessee and the Assignee have caused this Release and Discharge to be executed, all as of November 30, 1981.

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

[Corporate Seal]

By P.K. Hoyle
VICE PRESIDENT

Attest:

[Signature]
ASSISTANT SECRETARY

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

[Corporate Seal]

By

Attest:

Lease No. 2 and Lease Assignment No. 2 are herein collectively called the "Lease No. 2 Documents".

The Lease No. 1 Documents and the Lease No. 2 Documents were intended to provide for temporary financing for the twelve locomotives described therein until such time as permanent financing therefor had been arranged, as is now the case, and, therefore, the parties thereto desire to release and discharge the Lease No. 1 Documents and the Lease No. 2 Documents.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt whereof is hereby acknowledged, the Lessor, Lessee and Assignee hereby relinquish any and all right, title, claim or demand they may have arising by, through or under the Lease No. 1 Documents and the Lease No. 2 Documents and further authorize this Release and Discharge to be filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. § 11303 in order to release and discharge the Lease No. 1 Documents and the Lease No. 2 Documents and to satisfy the same of record.

IN WITNESS WHEREOF, the Lessor, the Lessee and the Assignee have caused this Release and Discharge to be executed, all as of November 30, 1981.

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

[Corporate Seal]

By

Attest:

THE KANSAS CITY SOUTHERN
RAILWAY COMPANY

[Corporate Seal]

By

Attest:

STATE OF MISSOURI]
] aa.
COUNTY OF JACKSON]

On this 30th day of November 1981, before me personally appeared Donald H. Grop, to me personally known, who, being by me duly sworn, says that he is Vice President of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that the corporate seal of said Corporation is affixed to the foregoing instrument, 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.

[NOTARIAL SEAL]

Irene Paulhe

Notary Public

IRENE PAULHE
Notary Public - State of Missouri
Commissioned in Platte County
My Commission Expires March 22, 1983

STATE OF ILLINOIS]
] ss.
COUNTY OF COOK]

On this _____ day of November 1981, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of GENERAL MOTORS CORPORATION (Electro-Motive Division), 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.

[NOTARIAL SEAL]

Notary Public

My Commission Expires _____

