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RECORDED AND FILED  
MAY 31 1995 10:50 AM  
OFFICE OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

May 31, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of an Equipment Lease Supplement No. 2, dated May 31, 1995 and a Loan and Security Agreement Supplement No. 2, dated May 31, 1995, all being secondary documents.

The enclosed documents relate to the Equipment Lease (and secondary documents related thereto) duly filed with the Commission under Recordation Number 19318.

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

Equipment Lease Supplement No. 2

Lessor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Lessee:	Kansas City Southern Railway Company 114 West 11th Street Kansas City, Missouri 64105-1804

*Enc. to file*

Mr. Vernon A. Williams  
May 31, 1995  
Page 2

Loan and Security Agreement Supplement No. 2

Debtor:           Wilmington Trust Company  
                    Rodney Square North  
                    1100 North Market Street  
                    Wilmington, Delaware 19890

Secured Party:   State Farm Life Insurance Company  
                    1 State Farm Plaza  
                    Investment Legal Department E-10  
                    Bloomington, Illinois 61710

A description of the railroad equipment covered by the enclosed document is:

150 railcars KCS 224000 through KCS 224149

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/khb  
Enclosures

1938-D

MAY 11 1995 10 00 AM

EQUIPMENT LEASE SUPPLEMENT NO. 2

EQUIPMENT LEASE SUPPLEMENT NO. 2, dated May 31, 1995 (this "Supplement"), between THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (the "Lessee"), and WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Trustee ("Trustee"), under a Trust Agreement dated as of March 15, 1995, with the Trustor named therein.

W I T N E S S E T H:

WHEREAS, the Trustee and the Lessee heretofore have entered into that certain Equipment Lease dated as of March 15, 1995 (herein, together with any amendments and supplements heretofore made thereto, the "Lease"); and

WHEREAS, the Lease provides for the execution and delivery on each Closing Date (such term and other defined terms in the Lease being herein used with the same meanings) of a Supplement thereto substantially in the form hereof;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the Trustee and the Lessee agree as follows:

1.01 Acceptance and Lease. The Lessee hereby acknowledges and confirms that on the date hereof the Items of Equipment described in Schedule I hereto have been unconditionally accepted by the Lessee from the Trustee and are now leased under the Lease and have been marked in accordance with Section 4 of the Lease. The Items of Equipment being accepted hereby are located in various jurisdictions, but none of the Items of Equipment being accepted hereby is being accepted in Chicago, Illinois.

1.02 Fixed Rent, Casualty Values and Termination Values. Attached as Schedule II and Schedule III hereto are the Fixed Rent and Casualty Values and Termination Values, respectively, for the Items of Equipment covered by this Supplement.

1.03 Term. The Base Term with respect to the Units, subject to the provisions of Sections 7 and 10 of the Lease, shall be for 15 years commencing on the date hereof.

2. Miscellaneous. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement may refer to the Lease without making specific reference hereto, but nevertheless all such references shall be deemed to include this Supplement unless the context thereof shall otherwise require.

This Supplement shall be construed in connection with and as a part of the Lease, and all terms, conditions and covenants contained therein, as herein modified, shall be and remain in full force and effect.

This Supplement may be executed in several counterparts, such counterparts together constituting but one and the same agreement. To the extent, if any, that this Lease Supplement constitutes chattel paper (as defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest may be created through the transfer of any counterpart other than the "original" counterpart which is deemed to be the counterpart containing the receipt therefor executed by State Farm Life Insurance Company on the signature page thereof.

\* \* \* \* \*

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

LESSEE:

THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY

By: Anthony P. McCarthy  
Name: Anthony P. McCarthy  
Title: Treasurer

ATTEST:

By: Sherry K. Cooper  
Name: Sherry K. Cooper  
Title: Assistant Secretary

TRUSTEE:

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

LESSEE:

THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TRUSTEE:

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

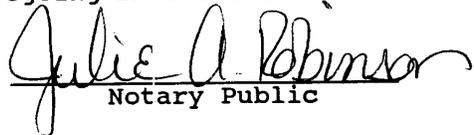
By:  \_\_\_\_\_  
Name: W. CHRIS SPONENBERG  
Title: FINANCIAL SERVICES OFFICER

ATTEST:

By:  \_\_\_\_\_  
Name: Donald G. MacKelcan  
Title: Senior Financial Services Officer

STATE OF Missouri )  
 ) SS  
COUNTY OF Jackson )

On this 25<sup>th</sup> of May, 1995, before me personally appeared Anthony P. McCarthy and Sherry K. Cooper, to me personally known, who being by me duly sworn, say that they are Treasurer and Assistant Secretary, respectively of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[NOTARIAL SEAL]

**JULIE A. ROBINSON**  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires May 18, 1998

My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of May, 1995, before me personally appeared \_\_\_\_\_, and \_\_\_\_\_, to me personally known, who being by me duly sworn, say that they are \_\_\_\_\_ and \_\_\_\_\_, respectively, of WILMINGTON TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation on such day by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_



Schedule I  
(to Equipment Lease Supplement)

Description of Items of Equipment

KCS 224000	KCS 224054	KCS 224108
KCS 224001	KCS 224055	KCS 224109
KCS 224002	KCS 224056	KCS 224110
KCS 224003	KCS 224057	KCS 224111
KCS 224004	KCS 224058	KCS 224112
KCS 224005	KCS 224059	KCS 224113
KCS 224006	KCS 224060	KCS 224114
KCS 224007	KCS 224061	KCS 224115
KCS 224008	KCS 224062	KCS 224116
KCS 224009	KCS 224063	KCS 224117
KCS 224010	KCS 224064	KCS 224118
KCS 224011	KCS 224065	KCS 224119
KCS 224012	KCS 224066	KCS 224120
KCS 224013	KCS 224067	KCS 224121
KCS 224014	KCS 224068	KCS 224122
KCS 224015	KCS 224069	KCS 224123
KCS 224016	KCS 224070	KCS 224124
KCS 224017	KCS 224071	KCS 224125
KCS 224018	KCS 224072	KCS 224126
KCS 224019	KCS 224073	KCS 224127
KCS 224020	KCS 224074	KCS 224128
KCS 224021	KCS 224075	KCS 224129
KCS 224022	KCS 224076	KCS 224130
KCS 224023	KCS 224077	KCS 224131
KCS 224024	KCS 224078	KCS 224132
KCS 224025	KCS 224079	KCS 224133
KCS 224026	KCS 224080	KCS 224134
KCS 224027	KCS 224081	KCS 224135
KCS 224028	KCS 224082	KCS 224136
KCS 224029	KCS 224083	KCS 224137
KCS 224030	KCS 224084	KCS 224138
KCS 224031	KCS 224085	KCS 224139
KCS 224032	KCS 224086	KCS 224140
KCS 224033	KCS 224087	KCS 224141
KCS 224034	KCS 224088	KCS 224142
KCS 224035	KCS 224089	KCS 224143
KCS 224036	KCS 224090	KCS 224144
KCS 224037	KCS 224091	KCS 224145
KCS 224038	KCS 224092	KCS 224146
KCS 224039	KCS 224093	KCS 224147
KCS 224040	KCS 224094	KCS 224148
KCS 224041	KCS 224095	KCS 224149
KCS 224042	KCS 224096	
KCS 224043	KCS 224097	
KCS 224044	KCS 224098	
KCS 224045	KCS 224099	
KCS 224046	KCS 224100	
KCS 224047	KCS 224101	
KCS 224048	KCS 224102	
KCS 224049	KCS 224103	
KCS 224050	KCS 224104	
KCS 224051	KCS 224105	
KCS 224052	KCS 224106	
KCS 224053	KCS 224107	

Schedule II  
(to Equipment Lease Supplement)

Fixed Rent

[Intentionally Omitted]

Schedule III  
(to Equipment Lease Supplement)  
Casualty Values; Termination Values

[Intentionally Omitted]