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SUITE 200  
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

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RECORDATION NO. 17957-C FILED 1425

MAR 25 1994 - 12 50 PM

INTERSTATE COMMERCE COMMISSION

RECORDING BRANCH

MAR 25 12 41 PM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

March 25, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

RECORDATION NO. 17957-A FILED 1425

MAR 25 1994 - 12 50 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies each of Exhibit A-2 to Equipment Leasing Agreement, dated March 24, 1994, and Exhibit B to Equipment Leasing Agreement (Lease Supplement No. 2) dated March 25, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Equipment Leasing Agreement, dated as of September 30, 1992, which was duly filed with the Commission under Recordation Number 17957.

The name and address of the party to the enclosed document are:

Lessor: NationsBanc Leasing Corporation  
2059 Northlake Parkway, 2 North  
Tucker, Georgia 30084

Lessee: The Kansas City Southern Railway Company  
(successor by merger to Tennrail Corporation)  
114 W. 11th Street  
Kansas City, Missouri 64105

*Elias C. Alvord*

*Ellsworth C. Alvord*

Mr. Sidney L. Strickland, Jr.  
March 25, 1994  
Page 2

A description of the railroad equipment covered by the enclosed document is attached to Exhibit A-2 as Schedule A-2.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg  
Enclosures

EXHIBIT A-2 TO EQUIPMENT LEASING AGREEMENT DATED AS OF SEPTEMBER 30, 1992

Type of Equipment: Each of the single 10' sliding replacement doors, together with all related materials, installed on each of the 123 used 70 ton, 50'6" boxcars manufactured by Berwick or Pullman and identified on Schedule A-2 attached hereto and made a part hereof

Maximum Acquisition Cost: \$1,331,000

Acquisition Period: Between January 1, 1992 and March 31, 1994

Number of Months in Basic Term: One hundred twenty-nine (129) months

Basic Term Commencement Date: April 4, 1994

Basic Rent Percentage\*: 1.1169%

Interim Rent Percentage\*: .03723%

Rental Periods for Basic Term: Each full calendar month.

Rent Payment Dates for Basic Term: The fourth day of each calendar month during the Basic Term.

Periodicity of Basic Rent Payments During Basic Term: Monthly in advance on each Rent Payment Date.

Renewal Term(s): Two (2) Renewal Term(s) of twelve (12) months each.

Rental Periods for Renewal Term(s): Each full calendar month.

Rent Payment Dates for Renewal Terms(s): The first day of each calendar month during each Renewal Term.

Periodicity of Basic Rent Payments During Renewal Term: Monthly in advance on each Rent Payment Date.

Financial Condition Reference Date: June 30, 1992

\* as a percentage of Acquisition Cost.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY  
(Lessee)

NATIONSBANC LEASING CORPORATION  
(Lessor)

By: John A. Smith  
Title: Vice President & Comptroller

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

Date: MARCH 24, 1994

Date: \_\_\_\_\_

RECORDATION NO. 179570  
FILED 1425  
MAR 25 1994 - 12 50 PM  
INTERSTATE COMMERCE COMMISSION

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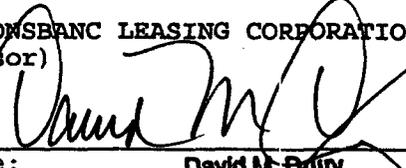
Financial Condition Reference Date: June 30, 1992

\* as a percentage of Acquisition Cost.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY  
(Lessee)

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

NATIONSBANC LEASING CORPORATION  
(Lessor)

By:   
Title: David M. Drury  
Vice President  
Date: MARCH 24, 1994

STATE OF MISSOURI     )  
                                  )  
                                  )     SS:  
COUNTY OF JACKSON    )

On this 24<sup>th</sup> day of March, 1994, before me personally appeared John A. Scotto, to me personally known, who being by me duly sworn, says that he is the Vice President & Comptroller of The Kansas City Southern Railway Company and 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 said instrument was the free act and deed of said corporation.

Ruby A. Jones  
Notary Public

[SEAL]

My Commission Expires:

**RUBY A. JONES**  
Notary Public - State of Missouri  
Commissioned in Jackson County  
~~My Commission Expires July 31, 1995~~

STATE OF GEORGIA     )  
                              )  
COUNTY OF DEKALB    )     ss:

On this 24<sup>th</sup> day of March 1994, before me personally  
appeared David M. Drury, to me personally known,  
who being by me duly sworn, says that he is the  
Vice President of NationsBanc Leasing  
Corporation and that the foregoing instrument was signed and  
sealed on behalf of said corporation by authority of its Board of  
Directors, and he acknowledged that the execution of said  
instrument was the free act and deed of said corporation.

*Carol J. Jones*  
\_\_\_\_\_  
Notary Public

(SEAL)

My Commission expires:  
Notary Public, DeKalb County, Georgia.  
My Commission Expires February 21, 1995

SCHEDULE A-2 to Exhibit A-2 to Equipment Leasing Agreement between  
TennRail Corporation, as Lessor, and NationsBanc Leasing Corporation,  
as Lessee, dated as of September 30, 1992

Description of Boxcars Having Undergone Door Modifications  
by Original and Revised Identification Numbers

<u>CAR</u>		<u>CAR</u>	
<u>Original No.</u>	<u>Revised No.</u>	<u>Original No.</u>	<u>Revised No.</u>
WCTR 102203	/ TNR 102203	WCTR 102338	/ TNR 102338 <sup>1</sup>
WCTR 102207	/ TNR 102207	WCTR 102341	/ TNR 102341
WCTR 102210	/ TNR 102210	WCTR 102342	/ TNR 102342
WCTR 102211	/ TNR 102211	WCTR 102345	/ TNR 102345
WCTR 102214	/ TNR 102214	WCTR 102347	/ TNR 102347
WCTR 102215	/ TNR 102215	WCTR 102348	/ TNR 102348
WCTR 102217	/ TNR 102217	WCTR 102349	/ TNR 102349
WCTR 102218	/ TNR 102218	WCTR 102350	/ TNR 102350
WCTR 102219	/ TNR 102219	WCTR 102357	/ TNR 102357
WCTR 102220	/ TNR 102220	WCTR 102359	/ TNR 102359
WCTR 102222	/ TNR 102222	WCTR 102364	/ TNR 102364
WCTR 102225	/ TNR 102225	WCTR 102365	/ TNR 102365
WCTR 102230	/ TNR 102230	WCTR 102366	/ TNR 102366
WCTR 102231	/ TNR 102231	WCTR 102368	/ TNR 102368
WCTR 102239	/ TNR 102239	WCTR 102371	/ TNR 102371
WCTR 102241	/ TNR 102241	WCTR 102374	/ TNR 102374
WCTR 102242	/ TNR 102242	WCTR 102375	/ TNR 102375
WCTR 102245	/ TNR 102245	WCTR 102376	/ TNR 102376
WCTR 102253	/ TNR 102253	WCTR 102380	/ TNR 102380
WCTR 102254	/ TNR 102254	WCTR 102382	/ TNR 102382
WCTR 102257	/ TNR 102257	WCTR 102385	/ TNR 102385
WCTR 102258	/ TNR 102258	WCTR 102387	/ TNR 102387 <sup>2</sup>
WCTR 102260	/ TNR 102260	WCTR 102388	/ TNR 102388
WCTR 102264	/ TNR 102264	WCTR 102391	/ TNR 102391
WCTR 102267	/ TNR 102267	WCTR 102396	/ TNR 102396
WCTR 102269	/ TNR 102269	WCTR 102397	/ TNR 102397
WCTR 102273	/ TNR 102273	WCTR 102399	/ TNR 102399
WCTR 102280	/ TNR 102280	WCTR 102400	/ TNR 102400
WCTR 102283	/ TNR 102283	WCTR 102403	/ TNR 102403
WCTR 102290	/ TNR 102290	WCTR 102408	/ TNR 102408
WCTR 102294	/ TNR 102294	WCTR 102409	/ TNR 102409
WCTR 102297	/ TNR 102297	WCTR 102410	/ TNR 102410
WCTR 102302	/ TNR 102302	WCTR 102415	/ TNR 102415
WCTR 102303	/ TNR 102303	WCTR 102418	/ TNR 102418
WCTR 102304	/ TNR 102304	WCTR 102419	/ TNR 102419
WCTR 102305	/ TNR 102305	WCTR 102424	/ TNR 102424
WCTR 102306	/ TNR 102306	WCTR 102431	/ TNR 102431
WCTR 102308	/ TNR 102308	WCTR 102438	/ TNR 102438
WCTR 102310	/ TNR 102310	WCTR 102439	/ TNR 102439
WCTR 102312	/ TNR 102312	WCTR 102440	/ TNR 102440
WCTR 102316	/ TNR 103316	WCTR 102445	/ TNR 102445
WCTR 102317	/ TNR 102317	WCTR 102453	/ TNR 102453
WCTR 102318	/ TNR 102318	WCTR 102456	/ TNR 102456
WCTR 102320	/ TNR 102320	WCTR 102460	/ TNR 102460
WCTR 102321	/ TNR 102321	WCTR 102469	/ TNR 102469
WCTR 102322	/ TNR 102322	WCTR 102470	/ TNR 102470
WCTR 102324	/ TNR 102324	WCTR 102485	/ TNR 102485
WCTR 102330	/ TNR 102330	WCTR 102486	/ TNR 102486
WCTR 102333	/ TNR 102333	WCTR 102490	/ TNR 102490
WCTR 102337	/ TNR 102337	WCTR 102491	/ TNR 102491

<sup>1</sup> Boxcar renumbered a second time from TNR 102338 to ATW 102338, such that number presently assigned is ATW 1022338.

<sup>2</sup> Boxcar renumbered a second time from TNR 102387 to ATW 102387, such that number presently assigned is ATW 102387.

CAR

Original No. / Revised No.

WCTR 102494	/	TNR 102494
WCTR 102496	/	TNR 102496
WCTR 102498	/	TNR 102498
WCTR 102531	/	TNR 102531
WCTR 102561	/	TNR 102561
WCTR 102570	/	TNR 102570
WCTR 102591	/	TNR 102591
WCTR 102765	/	TNR 102765
WCTR 102766	/	TNR 102766
WCTR 102769	/	TNR 102769
WCTR 102770	/	TNR 102770
WCTR 102776	/	TNR 102776
WCTR 102777	/	TNR 102777
WCTR 102778	/	TNR 102778
WCTR 102781	/	TNR 102781
WCTR 102784	/	TNR 102784
WCTR 102786	/	TNR 102786
WCTR 102788	/	TNR 102788
WCTR 102790	/	TNR 102790
WCTR 102792	/	TNR 102792
WCTR 102794	/	TNR 102794
WCTR 102795	/	TNR 102795
WCTR 102799	/	TNR 102799

SCHEDULE OF CASUALTY LOSS VALUES FOR  
EQUIPMENT DESCRIBED IN EXHIBIT A-2

DATE	PERCENTAGE OF COST	DATE	PERCENTAGE OF COST	DATE	PERCENTAGE OF COST
APR94	101.30770	MAR98	84.21529	JUN02	49.45071
MAY94	101.11055	APR98	83.68739	JUL02	48.61424
JUN94	100.90530	MAY98	83.15260	AUG02	47.76901
JUL94	100.69513	JUN98	82.61430	SEP02	46.92518
AUG94	100.48002	JUL98	82.06905	OCT02	46.07253
SEP94	100.25668	AUG98	81.51681	NOV02	45.21102
OCT94	100.02832	SEP98	80.96095	DEC02	44.35082
NOV94	99.79490	OCT98	80.39804	JAN03	43.48171
DEC94	99.55316	NOV98	79.82802	FEB03	42.60363
JAN95	99.30627	DEC98	79.25427	MAR03	41.71960
FEB95	99.05421	JAN99	78.67336	APR03	40.83675
MAR95	98.79597	FEB99	78.08524	MAY03	39.94485
APR95	98.52402	MAR99	77.49089	JUN03	39.05407
MAY95	98.24674	APR99	76.89267	JUL03	38.15419
JUN95	97.95564	MAY99	76.28713	AUG03	37.24516
JUL95	97.65910	JUN99	75.67765	SEP03	36.33715
AUG95	97.35708	JUL99	75.06079	OCT03	35.41993
SEP95	97.04108	AUG99	74.43649	NOV03	34.49345
OCT95	96.71949	SEP99	73.80814	DEC03	33.56788
NOV95	96.39227	OCT99	73.17229	JAN04	32.63300
DEC95	96.05092	NOV99	72.52889	FEB04	31.65518
JAN96	95.70383	DEC99	71.88132	MAR04	30.67102
FEB96	95.35094	JAN00	71.22613	APR04	29.68762
MAR96	94.98969	FEB00	70.56328	MAY04	28.69477
APR96	94.61944	MAR00	69.89374	JUN04	27.70262
MAY96	94.24327	APR00	69.21988	JUL04	26.70097
JUN96	93.85801	MAY00	68.53823	AUG04	25.68974
JUL96	93.46673	JUN00	67.85218	SEP04	24.67911
AUG96	93.06940	JUL00	67.15828	OCT04	23.65886
SEP96	92.66286	AUG00	66.45648	NOV04	22.62892
OCT96	92.25017	SEP00	65.75014	DEC04	20.00000
NOV96	91.83129	OCT00	65.03584		
DEC96	91.40307	NOV00	64.31350		
JAN97	90.96857	DEC00	63.58652		
FEB97	90.52775	JAN01	62.85143		
MAR97	90.07963	FEB01	62.10819		
APR97	89.62580	MAR01	61.35778		
MAY97	89.16554	APR01	60.60595		
JUN97	88.69950	MAY01	59.84586		
JUL97	88.22695	JUN01	59.08430		
AUG97	87.74785	JUL01	58.31443		
SEP97	87.26285	AUG01	57.53619		
OCT97	86.77122	SEP01	56.75637		
NOV97	86.27293	OCT01	55.96812		
DEC97	85.76862	NOV01	55.17139		
JAN98	85.25757	DEC01	54.37297		
FEB98	84.73974	JAN02	53.56601		
		FEB02	52.75045		
		MAR02	51.92831		
		APR02	51.10773		
		MAY02	50.27847		

SCHEDULE OF TAX ASSUMPTIONS APPLICABLE  
TO EQUIPMENT DESCRIBED IN EXHIBIT A-2  
TO EQUIPMENT LEASING AGREEMENT

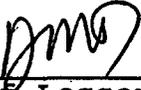
1. Method of Depreciation: 200% declining balance method of depreciation, switching to the straight line method at the point in time that maximizes the depreciation allowance for lessor.
2. Depreciation Convention: Half-Year convention specified in Section 168(d)(1) of the Code.
3. Classification of Property: 7-year property under Section 168(e)(1) of the Code.
4. Applicable Recovery Period: 7 years under Section 168(c) of the Code.
5. Useful Life: At least 15 years
6. Lessor's Home State: Georgia

\_\_\_\_\_  
Initials of Lessor

JAS  
\_\_\_\_\_  
Initials of Lessee

SCHEDULE OF TAX ASSUMPTIONS APPLICABLE  
TO EQUIPMENT DESCRIBED IN EXHIBIT A-2  
TO EQUIPMENT LEASING AGREEMENT

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\_\_\_\_\_  
Initials of Lessor

\_\_\_\_\_  
Initials of Lessee