

Countryparts - Junita Bartman

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OF COUNSEL
URBAN A. LESTER

December 30, 1994

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

17957-6-11
DEC 30 1994 9 55 AM

Dear Mr. Williams:

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-4 to Equipment Lease Agreement, dated December 30, 1994, and Exhibit B to Equipment Leasing Agreement (Lease Supplement No. 4) dated December 30, 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 names and addresses of the parties to the enclosed documents 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 San Francisco, California 94105

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A-4 attached to Exhibit A-4.

Mr. Vernon A. Williams
December 30, 1994
Page 2

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 each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A-4 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 33 used 70 ton, 50'6" boxcars manufactured by Berwick or Pullman and identified on Schedule A-4 attached hereto and made a part hereof

Maximum Acquisition Cost: \$1,331,000

Acquisition Period: Between January 1, 1992 and December 30, 1994

Number of Months in Basic Term: One hundred twenty (120) months

Basic Term Commencement Date: January 4, 1995

Basic Rent Percentage*: 1.183%

RECORDATION NO. 17957-6 FILED 1995

DEC 30 1994 - 9 55 AM

Interim Rent Percentage*: .0394%

INTERSTATE COMMERCE COMMISSION

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. Seetha

By: _____

Title: Vice President & Comptroller

Title: _____

Date: December 30, 1994

Date: _____

APPROVED AS TO FORM

P11-467665.1

R.P. Bygum

STATE OF MISSOURI)
)
COUNTY OF JACKSON) ss:

On this 30th day of December 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 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.


Notary Public

(SEAL)

My Commission expires:

JULIE A. ROBINSON
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires May 22, 1998

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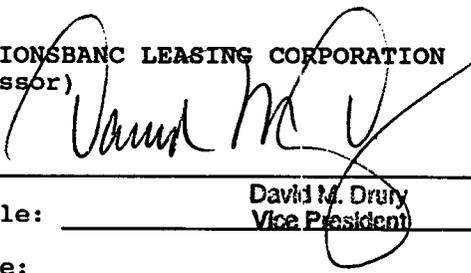
THE KANSAS CITY SOUTHERN RAILWAY COMPANY
(Lessee)

By: _____

Title: _____

Date: _____

NATIONSBANC LEASING CORPORATION
(Lessor)

By:  _____

Title: David M. Drury
Vice President

Date: _____

STATE OF GEORGIA)
) ss:
COUNTY OF DEKALB)

On this 30 day of December, 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*, that the seal 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 said instrument was the free act and deed of said corporation.


Notary Public

(Seal)

My Commission Expires:

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

**SCHEDULE A-4 to Exhibit A-4 to Equipment Leasing Agreement between
The Kansas City Southern Railway Company, as successor Lessee, and
NationsBanc Leasing Corporation, as Lessor, 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>/</u>	<u>Revised No.</u>		<u>Original No.</u>	<u>/</u>	<u>Revised No.</u>	
WCTR 102206	/	ATW 102206		WCTR 102430	/	ATW 102430	
WCTR 102208	/	ATW 102208		WCTR 102447	/	ATW 102447	
WCTR 102213	/	ATW 102213		WCTR 102452	/	ATW 102452	
WCTR 102233	/	ATW 102233		WCTR 102464	/	ATW 102464	
WCTR 102236	/	ATW 102236		WCTR 102473	/	ATW 102473	
WCTR 102243	/	ATW 102243		WCTR 102489	/	ATW 102489	
WCTR 102285	/	ATW 102285		WCTR 102493	/	ATW 102493	
WCTR 102287	/	ATW 102287		WCTR 102499	/	ATW 102499	
WCTR 102307	/	ATW 102307		WCTR 102512	/	ATW 102512	
WCTR 102315	/	ATW 102315		WCTR 102517	/	ATW 102517	
WCTR 102326	/	ATW 102326		WCTR 102547	/	ATW 102547	
WCTR 102346	/	ATW 102346		WCTR 102644	/	ATW 102644	
WCTR 102360	/	ATW 102360		WCTR 102773	/	ATW 102773	
WCTR 102389	/	ATW 102389		WCTR 102774	/	ATW 102774	
WCTR 102413	/	ATW 102413		WCTR 102775	/	ATW 102775	
WCTR 102425	/	ATW 102425		WCTR 102783	/	ATW 102783	
				WCTR 102789	/	ATW 102789	

SCHEDULE OF TAX ASSUMPTIONS APPLICABLE
TO EQUIPMENT DESCRIBED IN EXHIBIT A-4
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

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Initials of Lessor

Initials of Lessee

SCHEDULE OF CASUALTY LOSS VALUES FOR
EQUIPMENT DESCRIBED IN EXHIBIT A-4

<u>DATE</u>	<u>PERCENTAGE OF COST</u>	<u>DATE</u>	<u>PERCENTAGE OF COST</u>	<u>DATE</u>	<u>PERCENTAGE OF COST</u>
DEC94	101.19535	MAR98	83.14819	SEP01	52.15366
JAN95	100.88502	APR98	82.54452	OCT01	51.27218
FEB95	100.56898	MAY98	81.93337	NOV01	50.38153
MAR95	100.24719	JUN98	81.31895	DEC01	49.48955
APR95	99.91123	JUL98	80.69698	JAN02	48.58834
MAY95	99.56941	AUG98	80.06742	FEB02	47.67786
JUN95	99.21328	SEP98	79.43448	MAR02	46.75805
JUL95	98.85118	OCT98	78.79388	APR02	45.84036
AUG95	98.48305	NOV98	78.14557	MAY02	44.91328
SEP95	98.10046	DEC98	77.49377	JUN02	43.98829
OCT95	97.71173	JAN99	76.83420	JUL02	43.05387
NOV95	97.31681	FEB99	76.16681	AUG02	42.10997
DEC95	96.90728	MAR99	75.49155	SEP02	41.16805
JAN96	96.49143	APR99	74.81264	OCT02	40.21660
FEB96	96.06924	MAY99	74.12578	NOV02	39.25557
MAR96	95.64067	JUN99	73.43520	DEC02	38.29641
APR96	95.20296	JUL99	72.73662	JAN03	37.32763
MAY96	94.75877	AUG99	72.02998	FEB03	36.34915
JUN96	94.30536	SEP99	71.31949	MAR03	35.36094
JUL96	93.84537	OCT99	70.60087	APR03	34.37443
AUG96	93.37877	NOV99	69.87408	MAY03	33.37812
SEP96	92.90280	DEC99	69.14332	JUN03	32.38348
OCT96	92.42013	JAN00	68.40431	JUL03	31.37899
NOV96	91.93070	FEB00	67.65701	AUG03	30.36460
DEC96	91.43177	MAR00	66.90135	SEP03	29.35176
JAN97	90.92600	APR00	66.14155	OCT03	28.32897
FEB97	90.41333	MAY00	65.37333	NOV03	27.29616
MAR97	89.89373	JUN00	64.60088	DEC03	26.26479
APR97	89.36851	JUL00	63.81994	JAN04	25.22336
MAY97	88.83629	AUG00	63.03044	FEB04	24.15516
JUN97	88.29837	SEP00	62.23660	MAR04	23.07677
JUL97	87.75336	OCT00	61.43412	APR04	21.99964
AUG97	87.20123	NOV00	60.62297	MAY04	20.91228
SEP97	86.64327	DEC00	59.80733	JUN04	20.00000
OCT97	86.07812	JAN01	58.98294	JUL04	20.00000
NOV97	85.50571	FEB01	58.14973	AUG04	20.00000
DEC97	84.92737	MAR01	57.30765	SEP04	20.00000
JAN98	84.34170	APR01	56.46454	OCT04	20.00000
FEB98	83.74865	MAY01	55.61249	NOV04	20.00000
		JUN01	54.75935	DEC04	20.00000
		JUL01	53.89722	JAN05	20.00000
		AUG01	53.02605		