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OF COUNSEL
LESTER

17957-*FLG*

JUN 15 1995 10:34 AM

June 14, 1995

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

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-5 to Equipment Leasing Agreement, dated June 15, 1995, and Exhibit B to Equipment Leasing Agreement (Lease Supplement No. 5) dated June 15, 1995, 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-5 attached to Exhibit A-5.

Counterparts - file

RECEIVED
OFFICE OF THE
SECRETARY
JUN 15 10 34 AM '95
LICENSING BRANCH

Mr. Vernon A. Williams
June 14, 1995
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,



Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A-5 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 24 used 70 ton, 50'6" boxcars manufactured by Berwick or Pullman and identified on Schedule A-5 attached hereto and made a part hereof

RECEIVED NO. 179575 1225

Maximum Acquisition Cost: \$1,331,000

JUN 10 1995 10 40 AM

Acquisition Period: Between January 1, 1992 and June 15, 1995

INDUSTRIAL COMMERCE COMMISSION

Number of Months in Basic Term: One hundred fourteen (114) months

Basic Term Commencement Date: July 4, 1995

Basic Rent Percentage*: 1.2382%

Interim Rent Percentage*: .0413%

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)

NATIONS Banc LEASING CORPORATION
(Lessor)

By: Shelly S. Brown

By: _____

Title: Vice President & Asst. General Counsel

Title: _____

Date: June 15, 1995

Date: _____

PI1-515420 APPROVED AS TO FORM

R.P.B. [Signature]

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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: _____

By:  _____ James R. Bates
Assistant Vice President

Title: _____

Title: _____

Date: _____

Date: 6/13/95

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

On this 15th day of June 1995, before me personally appeared Phillip S. Brown, to me personally known, who being by me duly sworn, says that he is the Vice President & Asst. General Counsel 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 12, 1998

STATE OF GEORGIA)
)
COUNTY OF DEKALB)

ss:

On this 13 day of June 1995, before me personally appeared James R. Bates, to me personally known, who being by me duly sworn, says that he is the AVP 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.

Theresa Colm

Notary Public

(SEAL)

My Commission expires:

Notary Public, Cobb County, Georgia
My Commission Expires January 26, 1998

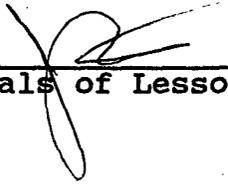
SCHEDULE A-5 to Exhibit A-5 to Equipment Leasing Agreement between
The Kansas City Southern Railway Company, as successor Lessee, and
NationsBanc Leasing Corporation, as Lessor, dated as of September 30, 1992

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>Original No.</u>	<u>Revised No.</u>
WCTR 102205	/	WCTR 102434	ATW 102434
WCTR 102228	/	WCTR 102451	ATW 102451
WCTR 102229	/	WCTR 102459	ATW 102459
WCTR 102247	/	WCTR 102479	ATW 102479
WCTR 102263	/	WCTR 102492	ATW 102492
WCTR 102296	/	WCTR 102515	ATW 102515
WCTR 102300	/	WCTR 102572	ATW 102572
WCTR 102329	/	WCTR 102767	ATW 102767
WCTR 102334	/	WCTR 102771	ATW 102771
WCTR 102361	/	WCTR 102782	ATW 102782
WCTR 102370	/	WCTR 102785	ATW 102785
WCTR 102426	/	WCTR 102787	ATW 102787

SCHEDULE OF TAX ASSUMPTIONS APPLICABLE
TO EQUIPMENT DESCRIBED IN EXHIBIT A-5
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

Initials of Lessee

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6. Lessor's Home State: Georgia

Initials of Lessor

BB

Initials of Lessee

APPROVED AS TO FORM

W.P. Boylston

SCHEDULE OF CASUALTY LOSS VALUES FOR
EQUIPMENT DESCRIBED IN EXHIBIT A-5

<u>DATE</u>	<u>PERCENTAGE OF COST</u>	<u>DATE</u>	<u>PERCENTAGE OF COST</u>	<u>DATE</u>	<u>PERCENTAGE OF COST</u>
JUN95	101.17132	NOV98	80.49173	APR02	47.23692
JUL95	100.83663	DEC98	79.82275	MAY02	46.26841
AUG95	100.49588	JAN99	79.14570	JUN02	45.29848
SEP95	100.14298	FEB99	78.46053	JUL02	44.31867
OCT95	99.78390	MAR99	77.76719	AUG02	43.32891
NOV95	99.41863	APR99	77.07047	SEP02	42.33761
DEC95	99.04105	MAY99	76.36552	OCT02	41.33630
JAN96	98.65715	JUN99	75.65711	NOV02	40.32491
FEB96	98.26691	JUL99	74.94040	DEC02	39.31184
MAR96	97.87028	AUG99	74.21533	JAN03	38.28863
APR96	97.45941	SEP99	73.48669	FEB03	37.25521
MAY96	97.04203	OCT99	72.74962	MAR03	36.21151
JUN96	96.61028	NOV99	72.00407	APR03	35.16958
JUL96	96.17190	DEC99	71.25483	MAY03	34.11733
AUG96	95.72684	JAN00	70.49702	JUN03	33.06678
SEP96	95.26725	FEB00	69.73062	JUL03	32.00586
OCT96	94.80085	MAR00	68.95555	AUG03	30.93451
NOV96	94.32761	APR00	68.17661	SEP03	29.86474
DEC96	93.83966	MAY00	67.38894	OCT03	28.78449
JAN97	93.34474	JUN00	66.59732	NOV03	27.69368
FEB97	92.84280	JUL00	65.79689	DEC03	26.60435
MAR97	92.33380	AUG00	64.98760	JAN04	25.50441
APR97	91.81556	SEP00	64.17422	FEB04	24.37344
MAY97	91.29017	OCT00	63.35191	MAR04	23.23173
JUN97	90.75545	NOV00	62.52060	APR04	22.09132
JUL97	90.21347	DEC00	61.68507	MAY04	20.94011
AUG97	89.66419	JAN01	60.84048	JUN04	19.79014
SEP97	89.10543	FEB01	59.98675	JUL04	18.62931
OCT97	88.53927	MAR01	59.12383	AUG04	17.45756
NOV97	87.96566	APR01	58.25651	SEP04	16.28693
DEC97	87.38243	MAY01	57.37993	OCT04	15.10532
JAN98	86.79164	JUN01	56.49886	NOV04	13.91267
FEB98	86.19326	JUL01	55.60843	DEC04	12.72100
MAR98	85.58724	AUG01	54.70861	JAN05	12.66292
APR98	84.97546	SEP01	53.80415		
MAY98	84.35595	OCT01	52.89021		
JUN98	83.73062	NOV01	51.96671		
JUL98	83.09747	DEC01	51.03845		
AUG98	82.45648	JAN02	50.10055		
SEP98	81.80951	FEB02	49.15295		
OCT98	81.15461	MAR02	48.19561		