

BALL JANIK LLP

A T T O R N E Y S

ONE MAIN PLACE
101 SOUTHWEST MAIN STREET, SUITE 1100
PORTLAND, OREGON 97204-3219

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

TELEPHONE 503-228-2525
FACSIMILE 503-295-1058

lgitomer@bjllp.com

December 1, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. **20312-H, I** FILED

DEC 1 '99

3-21 PM

Dear Secretary Williams:

I have enclosed seven originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is a Memorandum of Security Agreement and Assignment of Leases, a secondary document, dated as of November 30, 1999. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-H.

The names and addresses of the parties to the Memorandum of Security Agreement and Assignment of Leases are:

Debtor:

Southern Capital Corporation, LLC
1055 Broadway
Suite 990
Kansas City, MO 64105-1599

Secured Party:

The Chase Manhattan Bank
270 Park Avenue
New York, NY 10017

A description of the equipment covered by the Memorandum of Security Agreement and Assignment of Leases consists of 50 AC4400 CW diesel electric locomotives numbered KCS 2000-2049, inclusive.

Honorable Vernon A. Williams
December 1, 1999
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II. The second document is a Memorandum of Leases, a secondary document, dated as of November 30, 1999. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-I.

The names and addresses of the parties to the Memorandum of Leases are:

Lessor:

Southern Capital Corporation, LLC
1055 Broadway
Suite 990
Kansas City, MO 64105-1599

Lessee:

The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105-1804

A description of the equipment covered by the Memorandum of Leases consists of 50 AC4400 CW diesel electric locomotives numbered KCS 2000-2049, inclusive.

A fee of \$52.00 is enclosed. Please return six originals of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

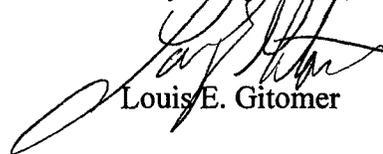
Honorable Vernon A. Williams

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A short summary of the documents to appear in the index follows: (1) a Memorandum of Security Agreement and Assignment of Leases between Southern Capital Corporation, LLC, 1055 Broadway, Suite 990, Kansas City, MO 64105-1599, and The Chase Manhattan Bank, 270 Park Avenue, New York, NY 10017; and (2) a Memorandum of Leases between Southern Capital Corporation, LLC, 1055 Broadway, Suite 990, Kansas City, MO 64105-1599, and The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105-1804, both covering 50 AC4400 CW diesel electric locomotives numbered KCS 2000-2049, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 20312-I FILED

DEC 1 '99 3-21 PM

Memorandum dated as of November 30, 1999 of Leases specified on Exhibit A attached hereto by and between Southern Capital Corporation, LLC, a Colorado limited liability company, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases")

WITNESSETH

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain rolling stock, as listed on Exhibit A attached hereto

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written

SOUTHERN CAPITAL CORPORATION, LLC,

by

BA Laudin

Name: B.A. LAUDIN
Title Authorized Representative

by

RP Bruning

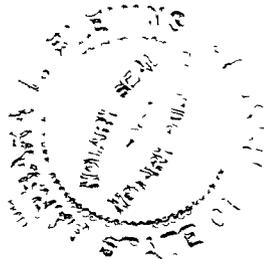
Name: RP Bruning
Title Authorized Representative

STATE OF Missouri)
) ss
COUNTY OF Jackson)

On this 30th day of November, 1999, before me, Barbara L. Blevins Notary Public, personally appeared Richard P. Bruening, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed

Barbara L. Blevins
NOTARY PUBLIC

My commission expires. 10-04 2003



LEASES AND RR EQUIPMENT

| <u>Lessee</u> | <u>Lease Number</u> | <u>Equipment</u> | <u>Type</u> | <u>Number of Units</u> | <u>Identifying Numbers (Both Inclusive)</u> |
|---|--|---|---|--------------------------------|---|
| The Kansas City Southern Railway Company | Supplement No. 4 to Locomotive Master Lease Agreement | newly- manufactured diesel electric locomotives | General Electric AC4400 CW diesel electric locomotives | 50 | KCS 2000 through KCS 2049 |