RECORDATION NO 20312K FILED
1:04 PM
DEC 22 '99
SURFACE TRANSPORTATION BOARD

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December 22, 1999

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

Dear Secretary Williams:

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

The document is a Memorandum of Leases, a secondary document, dated as of January 1, 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-K.

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 100 tri-level auto racks identified in the Attachment.

A fee of $26.00 is enclosed. Please return six originals to:

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

A short summary of the document to appear in the index follows: a Memorandum 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 covering 100 tri-level auto racks numbered between ETTX 700032-853579.

Very Truly Yours,

Louis E. Gitomer

Enclosures

SCHEDULE A

100 Tri-Level Autoracks

ETTX 700032	ETTX 700789	ETTX 820188	ETTX 850742
ETTX 700053	ETTX 700814	ETTX 820228	ETTX 850790
ETTX 700060	ETTX 700816	ETTX 820256	ETTX 850821
ETTX 700107	ETTX 700817	ETTX 820272	ETTX 850887
ETTX 700118	ETTX 700870	ETTX 820277	ETTX 850919
ETTX 700121	ETTX 700873	ETTX 820291	ETTX 850926
ETTX 700149	ETTX 700877	ETTX 820307	ETTX 850945
ETTX 700203	ETTX 700884	ETTX 820340	ETTX 851061
ETTX 700221	ETTX 700899	ETTX 820471	ETTX 851109
ETTX 700269	ETTX 700922	ETTX 820565	ETTX 851127
ETTX 700273	ETTX 700935	ETTX 820651	ETTX 851204
ETTX 700276	ETTX 700944	ETTX 820708	ETTX 851305
ETTX 700285	ETTX 700970	ETTX 820817	ETTX 851447
ETTX 700324	ETTX 700974	ETTX 820983	ETTX 851603
ETTX 700327	ETTX 700988	ETTX 820990	ETTX 851623
ETTX 700371	ETTX 700990	ETTX 850072	ETTX 851627
ETTX 700430	ETTX 701002	ETTX 850087	ETTX 851642
ETTX 700434	ETTX 701017	ETTX 850185	ETTX 852172
ETTX 700440	ETTX 701024	ETTX 850541	ETTX 852795
ETTX 700457	ETTX 820001	ETTX 850545	ETTX 852816
ETTX 700556	ETTX 820016	ETTX 850578	ETTX 852831
ETTX 700577	ETTX 820048	ETTX 850587	ETTX 852891
ETTX 700600	ETTX 820115	ETTX 850657	ETTX 853205
ETTX 700710	ETTX 820123	ETTX 850669	ETTX 853549
ETTX 700731	ETTX 820168	ETTX 850696	ETTX 853579

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SURFACE TRANSPORTATION BOARD

Memorandum dated as of January 1, 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 _____

Name JAMES F. EARL

Title Authorized Representative

by _____

Name Thomas King

Title: Authorized Representative

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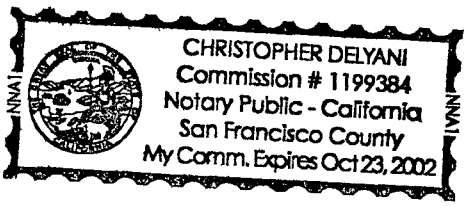
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 17th day of December, 1999, before me, Christopher Delyani, Notary Public, personally appeared James F Earl, 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 limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christopher Delyani
NOTARY PUBLIC



STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 20th day of December, 1999, before me, Barbara L. Blevins Notary Public, personally appeared Thomas King, 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: 10/04/03

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Exhibit A

LEASES AND RR EQUIPMENT

Lessee	Lease Number	Equipment	Type	Number of Units	Identifying Numbers
The Kansas City Southern Railway Company	Supplement No. 3 to Equipment Master Lease Agreement	Tri-Level Autoracks	Thrall Car Manufacturing	100	See attached Schedule A

SCHEDULE A

100 Tri-Level Autoracks

ETTX 700032	ETTX 700789	ETTX 820188	ETTX 850742
ETTX 700053	ETTX 700814	ETTX 820228	ETTX 850790
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