

DEC 22 '99

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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 March 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-M.

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 131 60' 100-ton boxcars numbered KCS 125550-125680, inclusive.

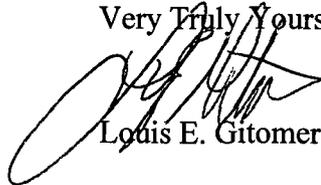
Honorable Vernon A. Williams  
December 22, 1999  
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A fee of \$26.00 is enclosed. Please return six originals to:

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 131 60' 100-ton boxcars numbered KCS 125550-125680, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

Memorandum dated as of March 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

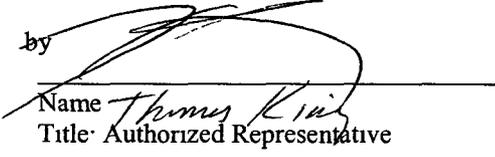
IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written

SOUTHERN CAPITAL CORPORATION, LLC,

by

  
Name: JAMES F. EARL  
Title: Authorized Representative

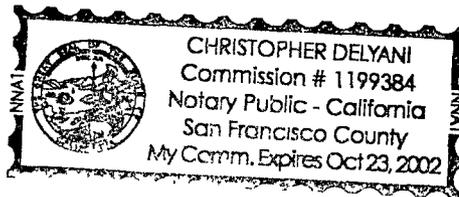
by

  
Name: Thomas King  
Title: Authorized Representative

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

On this 17<sup>th</sup> 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





## 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 Equipment Master Lease Agreement	60', 100-ton boxcars	Refurbished and Rebuilt at Conrail Car Shop in Hollidaysburg, PA in 1999	131	KCS 125550 through KCS 125680