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~~RECORDED~~ 20312-Y ~~FILED~~

JAN 25 '02 10-42 AM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

June 25, 2002

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

Dear Secretary Williams:

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

The document is a Memorandum of Trust Indenture Supplement (Southern Capital Trust I 2002-1), a secondary document, dated as of June 25, 2002. 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-Y.

The name and address of the party to the Memorandum of Trust Indenture Supplement (Southern Capital Trust I 2002-1) is:

Owner Trustee:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

A description of the equipment covered by the Memorandum of Trust Indenture Supplement (Southern Capital Trust I 2002-1) consists of 50 AC4400 CW locomotives numbered KCS 2000-2049, inclusive.

A fee of \$30.00 is enclosed. Please return one original to:

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

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT
(SOUTHERN CAPITAL TRUST I 2002-1)**

THIS MEMORANDUM OF TRUST INDENTURE SUPPLEMENT (SOUTHERN CAPITAL TRUST I 2002-1) dated as of June 25, 2002 of WILMINGTON TRUST COMPANY ("Owner Trustee").

W I T N E S S E T H:

The Owner Trustee and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (Southern Capital Trust I 2002-1), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The undersigned has entered into that certain Trust Indenture Supplement (Southern Capital Trust I 2002-1), dated as of June 25, 2002, to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in (i) certain railroad equipment listed on Exhibit A attached hereto, and (ii) the Lease Supplement No. 1 to Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (Southern Capital Trust I 2002-1) dated as of June 25, 2002, by and between the Owner Trustee and the Lessee.

For the purposes of facilitating the execution of this memorandum, this memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Trust Indenture and Security Agreement.

* * *

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[Memorandum of Trust Indenture Supplement No. 1
Southern Capital Trust No. I 2002-1)]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be
duly executed by their respective officers duly authorized on the date and year hereof.

WILMINGTON TRUST COMPANY, not in
its individual capacity but solely as Owner
Trustee

By: 
Name: **Donald G. MacKeigan**
Title: **Vice President**

STATE OF Delaware)

COUNTY OF New Castle)

On this 18th day of June 2002 before me personally appeared Donald G. Mackelcan, to me personally known, who being duly sworn, says that he/she is the Vice President of WILMINGTON TRUST CO. that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires: _____

KATHERINA PEDELIN
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2008

EXHIBIT A

[SEE ATTACHED]

Fifty (50) newly manufactured General Electric AC4400 CW diesel electric locomotives with road marks KCS 2000 through 2049, inclusive.