

RECORDATION NO. 21859-A FILED

NOV 07 '01 11:57 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 7, 2001

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Cross-Sublease of Railroad Equipment, dated as of October 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 21859.

The names and addresses of the parties to the enclosed document are:

Sublessor/Sublessee: The Kansas City Southern
Railway Company
114 West 11th Street
Kansas City, MO 64105

Sublessee/Sublessor: Grand Trunk Western
Railroad Incorporated
P.O. Box 8100
Montreal, PQ
Canada H3C 3N4

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Mr. Vernon A. Williams
November 7, 2001
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A description of the railroad equipment covered by the enclosed document is:

40 SD 40-3 locomotives currently KCS 6600 -KCS 6639

A short summary of the document to appear in the index follows:

Memorandum of Cross-Sublease of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CROSS-SUBLEASE OF RAILROAD EQUIPMENT dated as of October 15, 2001 between THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (hereinafter called KCS), and GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation (hereinafter called GTW)

WHEREAS, KCS and GTW are entering into that certain Cross-Sublease of Railroad Equipment dated as of the date hereof covering 40 General Motors model SD-40-3 diesel-electric locomotives, bearing the road numbers KCS 6600 through KCS 6639, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the cross-sublease of said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

by: 

GRAND TRUNK WESTERN RAILROAD INCORPORATED

by: 

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

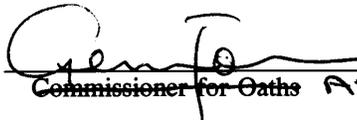
On this _____ day of October, 2001 before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he is _____ of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Notary Public

My commission expires _____

PROVINCE OF QUEBEC)
) SS.:
DISTRICT OF MONTREAL)

On this ~~15th~~ day of October, 2001 before me personally appeared Johel Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager of GRAND TRUNK WESTERN RAILROAD INCORPORATED, that the instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Commissioner for Oaths Attorney
190021-8

My commission expires 31/03/2002