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February 27, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 21780-A FILED

MAR 13 '02 3-35 PM

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SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 16, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**
114 West Eleventh Street, Kansas City, MO 64105

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, covering 99 flatcars with reporting marks and numbers – KCS 711000 – KCS 711099, **INCLUSIVE**.

Please file this memorandum as a **SECONDARY** document to Recordation #21780 dated 11/17/98 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16th day of January, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation, with an address at 114 West Eleventh Street, , Kansas City, MO 64105 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of October 26, 1998, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 17, 1998 and given Recordation Number 21780.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Steven L. Hefley
Name: Steven L. Hefley
Title: Chief Negotiation Officer Network Services

RECORDATION NO. 21780-A FILED
MAR 13 '02 3-35 PM
SURFACE TRANSPORTATION BOARD

SCHEDULE A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
99	73' centerbeam lumber flatcars	

1	KCS	711000	51	KCS	711050
2	KCS	711001	52	KCS	711051
3	KCS	711002	53	KCS	711052
4	KCS	711003	54	KCS	711053
5	KCS	711004	55	KCS	711054
6	KCS	711005	56	KCS	711055
7	KCS	711006	57	KCS	711056
8	KCS	711007	58	KCS	711057
9	KCS	711008	59	KCS	711058
10	KCS	711009	60	KCS	711059
11	KCS	711010	61	KCS	711060
12	KCS	711011	62	KCS	711061
13	KCS	711012	63	KCS	711062
14	KCS	711013	64	KCS	711063
15	KCS	711014	65	KCS	711064
16	KCS	711015	66	KCS	711065
17	KCS	711016	67	KCS	711066
18	KCS	711017	68	KCS	711067
19	KCS	711018	69	KCS	711068
20	KCS	711019	70	KCS	711069
21	KCS	711020	71	KCS	711070
22	KCS	711021	72	KCS	711071
23	KCS	711022	73	KCS	711072
24	KCS	711023	74	KCS	711073
25	KCS	711024	75	KCS	711074
26	KCS	711025	76	KCS	711075
27	KCS	711026	77	KCS	711076
28	KCS	711027	78	KCS	711078
29	KCS	711028	79	KCS	711079
30	KCS	711029	80	KCS	711080
31	KCS	711030	81	KCS	711081
32	KCS	711031	82	KCS	711082
33	KCS	711032	83	KCS	711083
34	KCS	711033	84	KCS	711084
35	KCS	711034	85	KCS	711085
36	KCS	711035	86	KCS	711086
37	KCS	711036	87	KCS	711087
38	KCS	711037	88	KCS	711088
39	KCS	711038	89	KCS	711089
40	KCS	711039	90	KCS	711090
41	KCS	711040	91	KCS	711091
42	KCS	711041	92	KCS	711092
43	KCS	711042	93	KCS	711093
44	KCS	711043	94	KCS	711094
45	KCS	711044	95	KCS	711095
46	KCS	711045	96	KCS	711096
47	KCS	711046	97	KCS	711097
48	KCS	711047	98	KCS	711098
49	KCS	711048	99	KCS	711099
50	KCS	711049			