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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 Supplement No. 1 to Equipment Lease Agreement (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-AA.

The names and addresses of the parties to the Memorandum of Supplement No. 1 to Equipment Lease Agreement (Southern Capital Trust I 2002-1) are:

Lessor:

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

Lessee:

SCC SPV I LLC
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

A description of the equipment covered by the Memorandum of Supplement No. 1 to Equipment Lease Agreement (Southern Capital Trust I 2002-1) consists of 50 AC4400 CW locomotives numbered KCS 2000-2049, inclusive.

RECORDED 20312-AA

JUN 25 '02 10-47 AM

SECRET TRANSPORTATION BOARD

BALL JANIK LLP

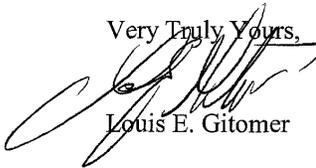
Honorable Vernon A. Williams
June 25, 2002
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A fee of \$30.00 is enclosed. Please return one original to:

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

A short summary of the document to appear in the index follows: a Memorandum of Supplement No. 1 to Equipment Lease Agreement (Southern Capital Trust I 2002-1) between Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, and SCC SPV I LLC, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, consists of 50 AC4400 CW locomotives numbered KCS 2000-2049, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

**MEMORANDUM OF SUPPLEMENT NO. 1
TO EQUIPMENT LEASE AGREEMENT
(SOUTHERN CAPITAL TRUST I 2002-1)**

THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT (SOUTHERN CAPITAL TRUST I 2002-1) dated as of June 25, 2002, is by and between **SCC SPV I LLC**, a Delaware limited liability company, as Lessee (“**Lessee**”), and **WILMINGTON TRUST COMPANY**, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee, as Lessor (“**Lessor**”).

WITNESSETH:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (Southern Capital Trust I 2002-1), dated as of June 25, 2002 (the “**Lease Agreement**”), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The Lessor and the Lessee have entered into that certain Lease Supplement No. 1 to Equipment Lease Agreement (Southern Capital Trust I 2002-1), dated as of June 25, 2002, whereby certain locomotives (collectively, the “**Equipment**”), which are set forth in Exhibit A, attached hereto, are made subject to the Lease Agreement.

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 Lease Agreement.

* * *

~~RECORDED~~ 20312-AA ~~FILED~~
JAN 25 '02 10-47 AM
SURFACE TRANSPORTATION BOARD

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 except as otherwise expressly provided but solely as Owner Trustee

By: 
Name: **W. Chris Sponenberg**
Title: **Vice President**

SCC SPV I LLC
By Wilmington Trust Company, not in its individual capacity but solely as the Independent Manager

By: 
Name:
Title: **W. Chris Sponenberg**
Vice President

STATE OF Delaware)

COUNTY OF New Castle)

W. Chris Spnenberg

On this 18th day of June, 2002 before me personally appeared W, to me personally known, who being duly sworn, says that he/she is the Vice President of Wilmington Trust, 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.

Anita E. Dallago
Notary Public

My commission expires: _____

ANITA E. DALLAGO
NOTARY PUBLIC
My Commission Expires August 3, 2003

EXHIBIT A

[SEE ATTACHED]

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