

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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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 Assignment and Assumption and Amended and Restated Locomotive Master Sublease 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-BB.

The names and addresses of the parties to the Memorandum of Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (Southern Capital Trust I 2002-1) are:

Initial Lessor:

Southern Capital Corporation, LLC
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Sub-Lessor:

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

Sublessee:

The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105

PORTLAND, OREGON WASHINGTON, D.C. BEND, OREGON

RECORDATION NO. 20312-BB FILED
JAN 25 '02 10:58 AM
SURFACE TRANSPORTATION BOARD

BALL JANIK LLP

Honorable Vernon A. Williams
June 25, 2002
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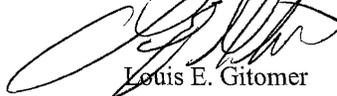
A description of the equipment covered by the Memorandum of Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (Southern Capital Trust I 2002-1) consists of 50 AC4400 CW locomotives numbered KCS 2000-2049, inclusive.

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

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (Southern Capital Trust I 2002-1) among Southern Capital Corporation, LLC, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, SCC SPV I LLC, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, and The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105, consists of 50 AC4400 CW locomotives numbered KCS 2000-2049, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AND
AMENDED AND RESTATED LOCOMOTIVE MASTER SUBLEASE AGREEMENT
(SOUTHERN CAPITAL TRUST I 2002-1)**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AND AMENDED AND RESTATED LOCOMOTIVE MASTER SUBLEASE AGREEMENT (SOUTHERN CAPITAL TRUST I 2002-1) made and entered into on June 25, 2002 by and among **SCC SPV I LLC**, a Delaware limited liability company, as Sub-Lessor (“**Sub-Lessor**”), **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, a Missouri company, as Sublessee (“**Sublessee**”), and **SOUTHERN CAPITAL CORPORATION, LLC**, a Colorado limited liability company, as Initial Lessor (“**SCC**”).

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (Southern Capital Trust I 2002-1) (the “**Lease Agreement**”), dated as of June 25, 2002, whereby (i) SCC has agreed to assign, transfer and convey to the Sub-Lessor, to the extent expressly set forth in the Lease Agreement, all of its rights, interests, duties, obligations and liabilities in, to and under that certain Supplement No. 4 to Locomotive Master Lease Agreement dated as of November 30, 1999 (the “**Original Lease**”) between SCC, as lessor, and the Sub-Lessee, as lessee, and that certain Locomotive Master Lease Agreement dated as of October 21, 1996 only insofar as such Locomotive Master Lease Agreement relates to the equipment leased pursuant to the Original Lease (the “**Original Master Lease**”) between SCC and the Sublessee, and the Sub-Lessor has agreed to accept the foregoing assignment and assume, to the extent expressly set forth in the Lease Agreement, all of the duties obligations and liabilities of SCC in, to and under the Original Lease and the Original Master Lease to the same extent as if the Sub-Lessor had executed the Original Lease and Original Master Lease, (ii) each of SCC and the Sublessee has agreed to amend and restate in its entirety the Original Lease and the Original Master Lease on the terms set forth in the Lease Agreement, and (ii) the Sub-Lessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sub-Lessor assorted locomotives (collectively, “**Equipment**”), described in the Memorandum of Lease Supplement No. 1 to Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement (Southern Capital Trust 2002-1), dated as of June 25, 2002 which is being filed with the Surface Transportation Board concurrently herewith.

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.

* * *

RECORDING NO. 20312-BB FILED
JUN 25 '02 10-59 AM
SURFACE TRANSPORTATION BOARD

[Memorandum of Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement]

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.

SCC SPV I LLC

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

By: _____ 

Name: **Donald G. MacKelcan**
Title: **Vice President**

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____

Name: Paul Weyandt
Title:

SOUTHERN CAPITAL CORPORATION, LLC

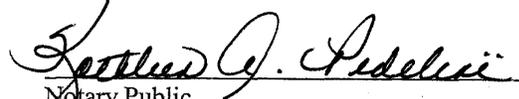
By: _____

Name:
Title:

STATE OF Delaware)

COUNTY OF New Castle)

On this 18th day of June, 2002 before me personally appeared Donald G. MacKeigan, 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

MARILENA PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2007

My commission expires: _____

[Memorandum of Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement]

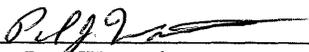
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized on the date and year hereof.

SCC SPV I LLC

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

By: _____
Name:
Title:

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: 
Name: Paul Weyandt
Title: **Treasurer**

SOUTHERN CAPITAL CORPORATION, LLC

By: _____
Name:
Title:

STATE OF MISSOURI)
)
COUNTY OF JACKSON)

On this 19th day of June, 2002 before me personally appeared Paul J. Weyandt, to me personally known, who being duly sworn, says that he is the Vice President and Treasurer of The Kansas City Southern Railway Company, that said instrument was signed on behalf of said corporation 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 corporation.


Notary Public

My commission expires:

LINDA REEVE Notary Public - Notary Seal STATE OF MISSOURI Clay County My Commission Expires August 4, 2002

[Memorandum of Assignment and Assumption and Amended and Restated Locomotive Master Sublease Agreement]

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.

SCC SPV I LLC

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

By: _____
Name:
Title:

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____
Name: Paul Weyandt
Title:

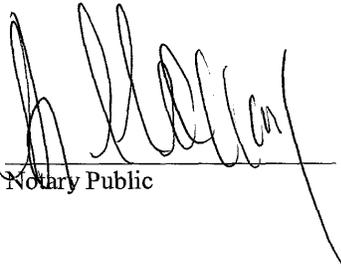
SOUTHERN CAPITAL CORPORATION, LLC

By: *Dick H. Walker*
Name: *Dick H. Walker*
Title: *Authorized Representative*

State of California)
)
County of San Francisco)

On this 19th day of June, 2002, before me, personally appeared Rick K. Macker, to me personally known, who being duly sworn, says that he is the Authorized Representative of Southern Capital Corporation, LLC, that said instrument was signed on behalf of said limited liability company by authority of its Members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.





Notary Public