

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

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

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 Sublease Assignment (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-DD.

The names and addresses of the parties to the Memorandum of Sublease Assignment (Southern Capital Trust I 2002-1) are:

Assignor:

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

Assignee:

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

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

20312-DD  
JUN 25 02 11:00  
SURFACE TRANSPORTATION BOARD

BALL JANIK LLP

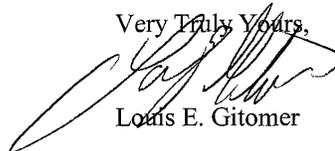
Honorable Vernon A. Williams  
June 25, 2002  
Page 2

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 Sublease Assignment (Southern Capital Trust I 2002-1) between SCC SPV I LLC, Rodney Square North, 1100 North Market Street, Wilmington DE 19890-0001, and Wilmington Trust Company, 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 "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 20312-DD

JUN 25 '02

11:00

MEMORANDUM OF SUBLEASE ASSIGNMENT  
(SOUTHERN CAPITAL TRUST I 2002-1)

SURFACE TRANSPORTATION BOARD

**THIS MEMORANDUM OF SUBLEASE ASSIGNMENT (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 assignor ("**Assignor**"), and **WILMINGTON TRUST COMPANY**, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee as assignee ("**Assignee**")

WITNESSETH:

The Assignor and the Assignee have entered into that certain Assignment and Assumption and Amended and Restated Locomotive Master 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 Assignor and the Assignee have entered into that certain Sublease Assignment (Southern Capital Trust I 2002-1), dated as of June 25, 2002, whereby Assignor assigns its rights in the Lease Agreement to the Assignee.

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.

\* \* \*

[Memorandum of Sublease Assignment]

**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. MacKeican**  
Title: **Vice President**

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

By: \_\_\_\_\_

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

STATE OF Delaware )

COUNTY OF New Castle )

On this 18<sup>th</sup> day of June, 2002 before me personally appeared Donald G. Mackisican, 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

**ANTHONY A. PEDELINI**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires Oct. 31, 2009

My commission expires: \_\_\_\_\_