

RECORDATION NO. 22419 - P FILED

JAN 10 '06 2-59 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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January 10, 2006

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 two (2) copies of a Release of Lien (SPV), dated as of January 11, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Mortgages previously filed with the Board under Recordation Number 22419-G and 22419-L respectively.

The names and addresses of the parties to the enclosed document are/
The name and address of the party to the enclosed document are:

Secured Party: Export Development Canada
151 O'Connor Street
Ottawa, Canada KIA 1K3

Secured Party: Kreditanstalt fur Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main
Germany

[Debtor: NAFTA Rail, S.A. de C.V.
P.O. Box 219335
Kansas City, Missouri 64121]

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[Debtor: The Kansas City Southern Railroad Company
P.O. Box 219335
Kansas City, Missouri 64121]

[Debtor: EI-Mo-Mex, Inc. c/o General Motors
Corporation (Electro-Motive Division)
9301 West 55th Street
LaGrange, Illinois 60525]

A description of the railroad equipment covered by the enclosed document is:

50 locomotives within the series TFM 1605 - TFM 1674 as more particularly set forth in the equipment schedule attached to the document.

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

Release of Lien (SPV).

Also enclosed is a check in the amount of \$33.00 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

JAN 10 '06

2:59 PM

RELEASE OF LIEN (SPV)

SURFACE TRANSPORTATION BOARD

This Release of Lien (this "Release") is given as of this 11th day of January, 2006, by Export Development Canada ("EDC") and KfW (f/k/a Kreditanstalt fur Wiederaufbau) ("KfW"; KfW and EDC collectively referred to as the "Secured Party").

Reference is made to (i) the Mortgage and Security Agreement dated as of November 2, 2005 (the "Mortgage"), made by The Kansas City Southern Railway Company ("KCSR") and NAFTA Rail, S.A. de C.V. ("SPV"; SPV and KCSR collectively referred to as the "Debtors") in favor of the Secured Party, (ii) the Memorandum of Mortgage and Security Agreement (SPV) dated as November 2, 2005 (the "Memorandum"), made by SPV in favor of the Secured Party with respect to the SPV Locomotives and (iii) the Mortgage and Security Agreement dated as of March 14, 2003 (the "EMM Mortgage"), made by El-Mo-Mex, Inc. in favor of the Secured Party with respect to the Locomotives.

The Memorandum (i) was filed with the Surface Transportation Board on November 2, 2005 and assigned recordation number 22419-L and (ii) was deposited with the Registrar General of Canada on November 2, 2005.

The EMM Mortgage (i) was filed with the Surface Transportation Board on March 14, 2003 and assigned recordation number 22419-G and (ii) was deposited with the Registrar General of Canada on March 14, 2003.

A Partial Release of Lien with respect to certain of the SPV Locomotives (i) was filed with the Surface Transportation Board on December 22, 2005 and assigned recordation number 22419-N and (ii) was deposited with the Registrar General of Canada on December 22, 2005.

The Secured Party hereby releases any and all security interests, liens, claims and other encumbrances in the SPV Locomotives identified on Exhibit A hereto, including without limitation, any security interests, liens, claims or other encumbrances granted under the Mortgage and the EMM Mortgage with respect to the SPV Locomotives; provided, however, that nothing herein shall be construed to release any security interests, liens, claims or other encumbrances with respect to the SPV Locomotives granted by KCSR Trust 2005-1 in favor of, or for the benefit of, the Secured Party.

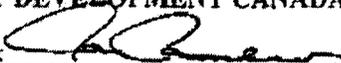
[Signature Pages Follow]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Release of Lien to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

EDC:

We certify that we hold the respective titles set forth below, that this instrument was signed on behalf of EDC by authority of its board of directors and that we acknowledge that the execution of the foregoing instrument was the free act and deed of EDC. We further declare under penalty of perjury that the foregoing is true and correct.

EXPORT DEVELOPMENT CANADA

Signature: 
Name: IAN CAMERON
Title: ASSET MANAGEMENT

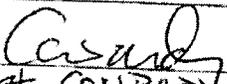
Signature: 
Name: SHAUN EWRIGHT
Title: ASSET MANAGEMENT

KfW:

We certify that we hold the respective titles set forth below, that this instrument was signed on behalf of KfW by authority of its board of directors and that we acknowledge that the execution of the foregoing instrument was the free act and deed of KfW. We further declare under penalty of perjury that the foregoing is true and correct.

KfW

Signature: 
Name: Martin Kloster
Title: First Vice President

Signature: 
Name: INGA CONRAD
Title: VICE PRESIDENT

**EXHIBIT A
RELEASED LOCOMOTIVES**

Reporting Mark: TFM

<u>ROAD NUMBER</u>	<u>ROAD NUMBER</u>
1605	1647
1611	1649
1612	1651
1613	1652
1614	1653
1615	1654
1619	1656
1620	1657
1621	1658
1623	1659
1626	1660
1627	1661
1629	1662
1630	1663
1632	1664
1633	1665
1634	1666
1635	1667
1636	1668
1637	1669
1638	1670
1640	1671
1642	1672
1643	1673
1644	1674

Total Units = 50