



CORPORATION SERVICE COMPANY

RECORDATION NO. 25991-A FILED

JAN 12 '06

3-27 PM

SURFACE TRANSPORTATION BOARD

JAN 12 2006  
RECEIVED

January 11, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 149337-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 20, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**  
427 West 12<sup>th</sup> Street Cathedral Square 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 52 covered hopper cars with reporting marks and numbers – KCS 305848 – KCS 305899 – INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #25991 dated 11/3/05 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20th day of June, 2005, 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 427 West 12th Street, Cathedral Square, 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 Full Service Lease Agreement (the "Lease") dated as of March 15, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 11/3/2005 as recordation number 25991.

WHEREAS, the Parties have entered into an additional Rider under the Lease and wish to show for the public record the existence of the aforesaid Rider, 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 Mankowski  
Title: Senior Vice President

RECORDATION NO. 25991-A FILED

JAN 12 '06

3-27 PM

SURFACE TRANSPORTATION BOARD

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: Ronald G. Russ  
Name: Ronald G. Russ  
Title: Executive Vice President and Chief Financial Officer

Approved:  
Tom Holy 6/2005  
Assoc. Gen. Counsel

# Schedule A

## Number of Cars

## Equipment Description

52 4,750 C.F. covered hopper car with gravity gates and round hatches

1	KCS	305848
2	KCS	305849
3	KCS	305850
4	KCS	305851
5	KCS	305852
6	KCS	305853
7	KCS	305854
8	KCS	305855
9	KCS	305856
10	KCS	305857
11	KCS	305858
12	KCS	305859
13	KCS	305860
14	KCS	305861
15	KCS	305862
16	KCS	305863
17	KCS	305864
18	KCS	305865
19	KCS	305866
20	KCS	305867
21	KCS	305868
22	KCS	305869
23	KCS	305870
24	KCS	305871
25	KCS	305872
26	KCS	305873
27	KCS	305874
28	KCS	305875
29	KCS	305876
30	KCS	305877
31	KCS	305878
32	KCS	305879
33	KCS	305880
34	KCS	305881
35	KCS	305882
36	KCS	305883
37	KCS	305884
38	KCS	305885
39	KCS	305886
40	KCS	305887
41	KCS	305888
42	KCS	305889
43	KCS	305890
44	KCS	305891
45	KCS	305892
46	KCS	305893
47	KCS	305894
48	KCS	305895
49	KCS	305896
50	KCS	305897
51	KCS	305898
52	KCS	305899