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RECORDATION NO. 25562-A

FILED

AUG 01 '06

2-05 PM

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

August 1, 2006

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Kansas City Southern Railway Company
Termination of Lease

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Lease Agreement, dated as of July 28, 2006, between Electro-Motive Diesel, Inc., as lessor (the "Lessor") and The Kansas City Southern Railway Company, as lessee (the "Lessee").

The enclosed document relates to the Lease Agreement dated as of April 15, 2005 between Lessor and Lessee (the "Lease"), a copy of which was recorded on April 26, 2005 at 3:05 P.M. under recordation number 25562

The names and addresses of the parties to the enclosed document are as follows:

Lessor:	Electro-Motive Diesel, Inc. 9310 West 55th Street LaGrange, Illinois 60525-3211
Lessee:	The Kansas City Southern Railway Company 427 West 12th Street Kansas City, Missouri 64105

The equipment covered by the aforesaid Termination of Lease Agreement consists of all railroad equipment previously on file and subject to the Lease Agreement, as the same may have been supplemented or amended.

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

CHAPMAN AND CUTLER LLP

Termination of Lease Agreement between Electro-Motive Diesel, Inc., as lessor and The Kansas City Southern Railway Company, as lessee, dated as of July 28, 2006.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

AUG 01 '06

2-05 PM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of July 28, 2006 by and between ELECTRO-MOTIVE DIESEL, INC., as lessor ("*Lessor*") and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, as lessee ("*Lessee*").

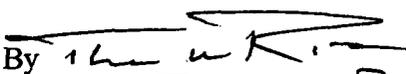
1. Lessor has heretofore entered into that certain Lease Agreement, dated as of April 26, 2005 (as amended, modified or supplemented, the "*Lease*") by which the Lessor leased to the Lessee certain railroad equipment, a copy of which was duly recorded with the Surface Transportation Board on April 26, 2005 at 3:05 P.M. under recordation number 25562. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ELECTRO-MOTIVE DIESEL, INC., as Lessor

By 
Name: *Thomas W. Rissman*
Title: *VP & General Counsel*

Executed on this ___ day of July, 2006.

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY, as Lessee

By
Name:
Title:

Executed on this ___ day of July, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ELECTRO-MOTIVE DIESEL, INC., as Lessor

By
Name:
Title:

Executed on this ___ day of July, 2006.

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY, as Lessee

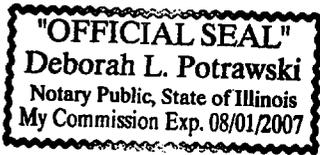
By 
Name: Paul J. Weyandt
Title: Senior Vice President-Finance &
Treasurer

Executed on this 28th day of July, 2006.

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 27th day of July, 2006, before me, a Notary Public in and for said County and State, personally appeared Thomas W. Rissman, who being by me duly sworn, says that (s)he is the VP: General Counsel of ELECTRO-MOTIVE DIESEL, INC., that said instrument was signed on July 27, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Deborah L. Potrawski
Name: Deborah L. Potrawski
Notary Public
My Commission Expires: 8/1/07
Residing in State of Illinois

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this, the ___ day of July, 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on July __, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of July, 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of ELECTRO-MOTIVE DIESEL, INC., that said instrument was signed on July __, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

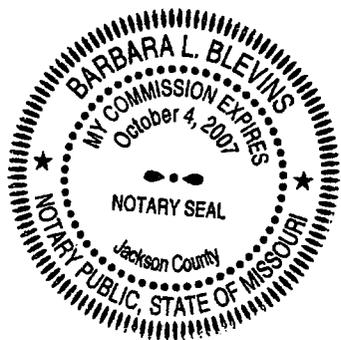
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF MISSOURI)
) SS.:
COUNTY OF JACKSON)

On this, the 28th day of July, 2006, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that (s)he is the Senior Vice President-Finance & Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on July 28, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Barbara L. Blevins
Name:
Notary Public
My Commission Expires:
Residing in Kansas City, Mo



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/1/06



Robert W. Alvord