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October 12, 2006

20312-GG

RECORDATION NO. _____ FILED

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

OCT 12 '06 -4 32 PM

SURFACE TRANSPORTATION BOARD

Re: The Kansas City Southern Railway Company
Substitution of Equipment

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 Partial Release of Security Interest (Southern Capital Trust II 2002-1), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Trust Indenture and Security Agreement (Southern Capital Trust II 2002-1) dated as of June 25, 2002 between Lessor and Indenture Trustee, a memorandum or copy of which was recorded with the Surface Transportation Board on June 25, 2002 at 10:05 A.M. under recordation number 20312-T.

The name and address of the party to the enclosed document is as follows:

Indenture Trustee: Manufacturers Traders and Trust Company
25 South Charles Street, 16th Floor
Baltimore, Maryland 21201
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the enclosed document consists of 3 SD40-3 Locomotives bearing the reporting marks KCS 604, KCS 3139 and KCS 3150.

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

Partial Release of Security Interest (Southern Capital Trust II 2002-1) from Manufacturers Traders and Trust Company (successor to Allfirst Bank), as Indenture Trustee.

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

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recording of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recording 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

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**PARTIAL RELEASE OF SECURITY INTEREST
(SOUTHERN CAPITAL TRUST II 2002-1)**

SURFACE TRANSPORTATION BOARD

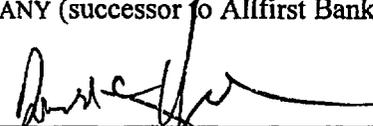
This Partial Release of Security Interest (Southern Capital Trust II 2002-1) dated as of October 12, 2006 is made and entered into by the undersigned, Manufacturers and Traders Trust Company (successor to Allfirst Bank), as Indenture Trustee (the "Indenture Trustee").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Indenture Trustee hereby terminates, releases and discharges its security interest in those certain locomotives set forth on Exhibit A attached hereto which have suffered an Casualty Occurrence or deemed Casualty Occurrence under the Lease.

Such security interest was granted pursuant to that certain Trust Indenture and Security Agreement (Southern Capital Trust II 2002-1) (the "Indenture") between SCC SPV II LLC, as Lessor, and Indenture Trustee, as supplemented, a copy or memorandum of which was duly recorded with the Surface Transportation Board on June 25, 2002 at 10:05 A.M. under Recordation Number 20312-T. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

Dated this 12 Day of October, 2006.

MANUFACTURERS AND TRADERS TRUST
COMPANY (successor to Allfirst Bank)

By: 
Name: Donald C. Hargadon
Title: Vice President

STATE OF Maryland)
) SS.:
(COUNTY OF Baltimore)

^{City} On this, the 2nd day of October, 2006, before me, a Notary Public in and for said County and State, personally appeared Donald Hargader, who being by me duly sworn, says that (s)he is the Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, that said instrument was signed on October 2nd 2006 on behalf of said _____ 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 _____.

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

Robert K. Baig
Name: _____
Notary Public
My Commission Expires: 4/1/2010
Residing in Baltimore, MD

EXHIBIT A

EQUIPMENT	QUANTITY	REPORTING MARKS
SD40-3 Locomotives	3	KCS 604 KCS 3139 KCS 3150

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: 10/11/06



Robert W. Alvord