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A T T O R N E Y S

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July 10, 2000

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C 20423

RECORDATION NO 20312-R FILED

JUL 10 '00 3-09 PM  
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**SURFACE TRANSPORTATION BOARD**

Dear Secretary Williams:

I have enclosed seven originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Amendment of Leases, a secondary document, dated as of April 1, 2000. 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-R.

The names and addresses of the parties to the Memorandum of Amendment of Leases are:

Lessor:

Southern Capital Corporation, LLC  
4 Embarcadero Center  
Suite 2200  
San Francisco, CA 94111

Lessee:

The Kansas City Southern Railway Company  
114 West 11<sup>th</sup> Street  
Kansas City, MO 64105

A description of the equipment covered by the Memorandum of Amendment of Leases consists of four SD40-X locomotives numbered KCS 700-703, inclusive, four SD50 locomotives numbered KCS 710-713, seven SD45-3 locomotives numbered KCS 4500-4506, inclusive, four SD40-2 locomotives numbered KCS 603-606, inclusive, 10 SD40-2 locomotives numbered KCS 608, 609, 612-618, inclusive, and 623, nine SD40-2 locomotives numbered KCS 637, 638, 644, 645, 647-650, inclusive, and 654, five SD40-2 locomotives numbered 657, 659, and 664-666, inclusive, one SD40-2 locomotive numbered KCS 667, and one SD40-2 locomotive numbered KCS 677.

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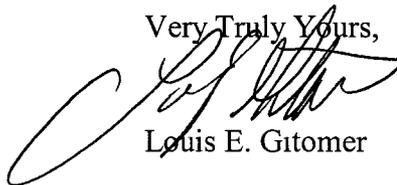
Honorable Vernon A. Williams  
July 10, 2000  
Page 2

A fee of \$26 00 is enclosed Please return six originals 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 Amendment of Leases between Southern Capital Corporation, LLC, 4 Embarcadero Center, Suite 2200, San Francisco, CA 94111, and The Kansas City Southern Railway Company, 114 West 11<sup>th</sup> Street, Kansas City, MO 64105 covering four SD40-X locomotives numbered KCS 700-703, inclusive, four SD50 locomotives numbered KCS 710-713, seven SD45-3 locomotives numbered KCS 4500-4506, inclusive, four SD40-2 locomotives numbered KCS 603-606, inclusive, 10 SD40-2 locomotives numbered KCS 608, 609, 612-618, inclusive, and 623, nine SD40-2 locomotives numbered KCS 637, 638, 644, 645, 647-650, inclusive, and 654, five SD40-2 locomotives numbered 657, 659, and 664-666, inclusive, one SD40-2 locomotive numbered KCS 667, and one SD40-2 locomotive numbered KCS 677.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUL 10 '00 3-09 PM

SURFACE TRANSPORTATION BOARD

Memorandum dated as of April 1, 2000, of Amendment of Leases specified on Exhibit A attached hereto by and between Southern Capital Corporation, LLC, a Colorado limited liability company, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (the "Amendment").

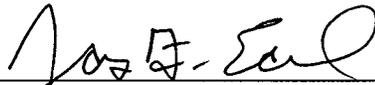
WITNESSETH

Pursuant to the Amendment, Lessor and Lessee have agreed to amend certain locomotive leases, as listed on Exhibit A attached hereto

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written

SOUTHERN CAPITAL CORPORATION, LLC,

by

  
Name: JAMES F. EARL  
Title Authorized Representative

by

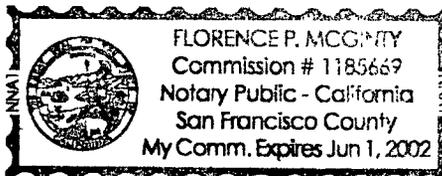
  
Name: Jay M. Nadler  
Title Authorized Representative

STATE OF CALIFORNIA                    )  
  ) ss  
COUNTY OF SAN FRANCISCO            )

On this 27<sup>th</sup> day of June, 2000, before me, Florence McGinty, Notary Public, personally appeared James F. Earl, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

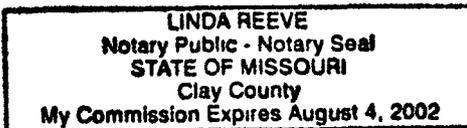
*Florence P. McGinty*  
NOTARY PUBLIC

My commission expires: 6/1/2002



STATE OF Missouri )  
 ) ss.  
COUNTY OF Jackson )

On this 28 day of ~~December, 1999~~ June 2000, before me, Linda Reeve Notary Public, personally appeared Jay M. Madlman, to me personally known, who being by me duly sworn, says that he is an Authorized Representative of SOUTHERN CAPITAL CORPORATION, LLC, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Linda Reeve  
NOTARY PUBLIC

My commission expires.

## LEASES AND RR EQUIPMENT

<u>Lessee</u>	<u>Amended Lease Numbers</u>	<u>Equipment</u>	<u>Type</u>	<u>Number of Units</u>	<u>Identifying Numbers</u>
The Kansas City Southern Railway Company	Supplement Nos. 1, 2 and 3 to Locomotive Master Lease Agreement	Locomotives	SD40-X, SD40-2, SD45-3 and SD50	45	See Road Numbers on attached Schedule 1

# Schedule 1

Unit Type	Road Number
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SD40-X	700
	701
	702
	703

SD50	710
	711
	712
	713

SD45-3	4500
	4501
	4502
	4503
	4504
	4505
	4506

SD40-2	603
	604
	605
	606

SD40-2	608
	609
	612
	613
	614
	615
	616
	617
	618
	623

SD40-2	637
	648
	638
	644
	645
	647
	649
	650
	654

SD40-2	657
	659
	664
	665
	666

SD40-2	667
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SD40-2	677
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