



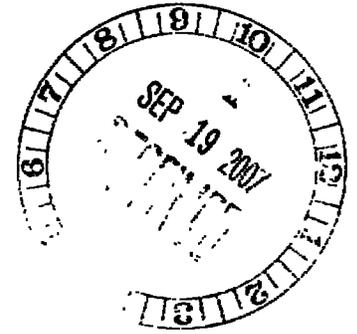
CORPORATION SERVICE COMPANY

RECORDATION NO. 25991-H FILED

SEP 19 '07

1-30 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION KAREN JANUARY**

From: April Oshea

Date: September 18, 2007

Order#: 233405/005

Re: KCS286375-KCS286524 THE KANSAS CITY SOUTHERN RAILW

Please process the enclosed documents for the service indicated below.

XX Other: Secondary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 09/28/2007
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$5.00
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:
The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

Lessee:
The Kansas City Southern Railway Company
427 West 12th Street, Cathedral Square
Kansas City, MO 64105



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

SEP 19 '07

1-30 PM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20 day of MARCH, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Dr., Ste. 3000, Chicago, IL 60606 (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 Railcar Lease (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 November 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: JM Keasling
 Name: JM KEASLING
 Title: SVP LEASING

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: Richard M. Zuga
 Name: Richard M. Zuga
 Title: Senior Vice President Purchasing and Materials
 9/19/07

Schedule A

Number of Cars

Equipment Description

150 5,200 C.F. covered hopper car with gravity gates and trough hatches

1	KCS	286375	53	KCS	286427	105	KCS	286479
2	KCS	286376	54	KCS	286428	106	KCS	286480
3	KCS	286377	55	KCS	286429	107	KCS	286481
4	KCS	286378	56	KCS	286430	108	KCS	286482
5	KCS	286379	57	KCS	286431	109	KCS	286483
6	KCS	286380	58	KCS	286432	110	KCS	286484
7	KCS	286381	59	KCS	286433	111	KCS	286485
8	KCS	286382	60	KCS	286434	112	KCS	286486
9	KCS	286383	61	KCS	286435	113	KCS	286487
10	KCS	286384	62	KCS	286436	114	KCS	286488
11	KCS	286385	63	KCS	286437	115	KCS	286489
12	KCS	286386	64	KCS	286438	116	KCS	286490
13	KCS	286387	65	KCS	286439	117	KCS	286491
14	KCS	286388	66	KCS	286440	118	KCS	286492
15	KCS	286389	67	KCS	286441	119	KCS	286493
16	KCS	286390	68	KCS	286442	120	KCS	286494
17	KCS	286391	69	KCS	286443	121	KCS	286495
18	KCS	286392	70	KCS	286444	122	KCS	286496
19	KCS	286393	71	KCS	286445	123	KCS	286497
20	KCS	286394	72	KCS	286446	124	KCS	286498
21	KCS	286395	73	KCS	286447	125	KCS	286499
22	KCS	286396	74	KCS	286448	126	KCS	286500
23	KCS	286397	75	KCS	286449	127	KCS	286501
24	KCS	286398	76	KCS	286450	128	KCS	286502
25	KCS	286399	77	KCS	286451	129	KCS	286503
26	KCS	286400	78	KCS	286452	130	KCS	286504
27	KCS	286401	79	KCS	286453	131	KCS	286505
28	KCS	286402	80	KCS	286454	132	KCS	286506
29	KCS	286403	81	KCS	286455	133	KCS	286507
30	KCS	286404	82	KCS	286456	134	KCS	286508
31	KCS	286405	83	KCS	286457	135	KCS	286509
32	KCS	286406	84	KCS	286458	136	KCS	286510
33	KCS	286407	85	KCS	286459	137	KCS	286511
34	KCS	286408	86	KCS	286460	138	KCS	286512
35	KCS	286409	87	KCS	286461	139	KCS	286513
36	KCS	286410	88	KCS	286462	140	KCS	286514
37	KCS	286411	89	KCS	286463	141	KCS	286515
38	KCS	286412	90	KCS	286464	142	KCS	286516
39	KCS	286413	91	KCS	286465	143	KCS	286517
40	KCS	286414	92	KCS	286466	144	KCS	286518
41	KCS	286415	93	KCS	286467	145	KCS	286519
42	KCS	286416	94	KCS	286468	146	KCS	286520
43	KCS	286417	95	KCS	286469	147	KCS	286521
44	KCS	286418	96	KCS	286470	148	KCS	286522
45	KCS	286419	97	KCS	286471	149	KCS	286523
46	KCS	286420	98	KCS	286472	150	KCS	286524
47	KCS	286421	99	KCS	286473			
48	KCS	286422	100	KCS	286474			
49	KCS	286423	101	KCS	286475			
50	KCS	286424	102	KCS	286476			
51	KCS	286425	103	KCS	286477			
52	KCS	286426	104	KCS	286478			