

REGISTRATION NO. 17958-67 FILED

OCT 11 '07 -2 0 1 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

October 11, 2007

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. Five, dated as of September 25, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Leasing Agreement and related documents previously filed with the Commission and Board under Recordation Number 17958.

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

Lessor: UnionBanCal Leasing Corporation
(f/k/a Unionbanc Leasing Corporation)
445 S. Figueroa Street
Los Angeles, CA 90071

Lessee: The Kansas City Southern Railway Company
(successor-in-interest through merger to Tennrail Corporation)
427 West 12th Street
Kansas City, MO 64105

Mr. Vernon A. Williams
October 11, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

221 box cars within the series ATW 122000 – ATW 122223 as more particularly set forth in the equipment schedule A-1 attached to the document.

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

Lease Supplement No. Five.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

OCT 11 '07 -2 0 1 PM

SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. FIVE

This Lease Supplement No. Five is executed in reference to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of September 15, 1992 as supplemented by that certain Lease Supplement No. One dated as of September 30, 1992, Lease Supplement No. Two dated as of July 30, 2004, Lease Supplement No. Three dated as of September 16, 2005, and Lease Supplement No. Four dated as of September 26, 2006 between the undersigned Lessor and Lessee (herein as amended and supplemented from time to time, called the "Lease").

Lessee wishes to renew this Lease with respect to all, but not less than all, Items of Equipment subject to this Lease for a fourth renewal term commencing October 1, 2007 (the "Fourth Renewal Term").

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree (i) to extend the term of the Lease for a Fourth Renewal Term (which, for avoidance of doubt and notwithstanding that the Lease originally contemplated only two Renewal Terms, shall constitute a "Renewal Term" for purposes of the Lease), and (ii) to the rental value of the Items of Equipment that shall be in effect for such Fourth Renewal Term as set forth below, and (iii) that, except as expressly modified herein, all of the terms, conditions and indemnities of the Lease and all obligations of Lessee and Lessor thereunder and in respect thereof shall remain in full force and effect without change. All capitalized terms used herein which are not defined, shall have the meaning given to such terms in the Lease.

1. Description of Items of Equipment:
221 used 70 ton, 50'6" box cars as described in Schedule A-1 attached hereto.
2. Fourth Renewal Term Commencement Date: October 1, 2007.
3. Fourth Renewal Term Ending Date: September 30, 2008.
4. Fourth Renewal Term Rental Rate as Percentage of Acquisition Cost:
0.948276% per car per month (\$275.00 per car per month)
5. Basic Rent During Fourth Renewal Term:
\$60,775.00 plus applicable sales/use tax, payable on each Rent Payment Date in advance during the Fourth Renewal Term.

6. Periodicity of Rent Payment Dates for Fourth Renewal Term:
Monthly in advance payable on the first day of each calendar month.
7. Casualty Loss Value:
Casualty Loss Value shall be 30% of Acquisition Cost at all times during the Fourth Renewal Term.

This Lease Supplement No. Five may be executed in counterparts and each counterpart shall constitute one document.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the 25th day of September, 2007.

UNIONBANCAL LEASING CORPORATION,
formerly known as UNIONBANC LEASING CORPORATION,
as Lessor

By: 

Title: V.P.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY,
successor-in-interest through merger to TENNRAIL
CORPORATION, as Lessee

By: 

Title: SVP Finance & Treasury

KCS Law Dept. review:

BPD 9/24/2007

Assoc. Gen. Counsel

SCHEDULE A-1 TO LEASE SUPPLEMENT NO. FIVE

221 used 70 ton, 50' 6" box cars manufactured by Berwick or Pullman with the following car numbers

ATW122000	ATW122046	ATW122091	ATW122135	ATW122181
ATW122001	ATW122047	ATW122092	ATW122136	ATW122182
ATW122002	ATW122048	ATW122093	ATW122137	ATW122183
ATW122003	ATW122049	ATW122094	ATW122138	
ATW122004	ATW122050	ATW122095	ATW122139	ATW122185
ATW122005	ATW122051	ATW122096	ATW122140	ATW122186
ATW122006	ATW122052	ATW122097	ATW122141	ATW122187
ATW122007	ATW122053	ATW122098	ATW122142	ATW122188
ATW122008	ATW122054	ATW122099	ATW122143	ATW122189
ATW122009	ATW122055		ATW122144	ATW122190
ATW122010	ATW122056	ATW122100	ATW122145	ATW122191
ATW122011	ATW122057	ATW122101	ATW122146	ATW122192
ATW122012	ATW122058	ATW122102	ATW122147	ATW122193
ATW122013	ATW122059	ATW122103	ATW122148	ATW122194
ATW122014	ATW122060		ATW122149	ATW122195
ATW122015	ATW122061	ATW122104	ATW122150	ATW122196
ATW122016	ATW122062	ATW122105	ATW122151	ATW122197
ATW122017	ATW122063	ATW122106	ATW122152	ATW122198
ATW122018	ATW122064	ATW122107	ATW122153	ATW122199
ATW122019		ATW122108	ATW122154	ATW122200
ATW122020	ATW122065	ATW122109	ATW122155	
ATW122021	ATW122066	ATW122110	ATW122156	ATW122202
ATW122022	ATW122067	ATW122111	ATW122157	ATW122203
ATW122023	ATW122068	ATW122112	ATW122158	ATW122204
ATW122024	ATW122069	ATW122113	ATW122159	ATW122205
ATW122025	ATW122070	ATW122114	ATW122160	ATW122206
ATW122026	ATW122071	ATW122115	ATW122161	
ATW122027	ATW122072	ATW122116	ATW122162	ATW122207
ATW122028	ATW122073	ATW122117	ATW122163	ATW122208
ATW122029	ATW122074	ATW122118	ATW122164	ATW122209
ATW122030	ATW122075	ATW122119	ATW122165	ATW122210
ATW122031	ATW122076	ATW122120	ATW122166	ATW122211
ATW122032	ATW122077	ATW122121	ATW122167	ATW122212
ATW122033	ATW122078	ATW122122	ATW122168	ATW122213
ATW122034	ATW122079	ATW122123	ATW122169	ATW122214
ATW122035	ATW122080	ATW122124	ATW122170	ATW122215
ATW122036	ATW122081	ATW122125	ATW122171	ATW122216
ATW122037	ATW122082	ATW122126	ATW122172	ATW122217
ATW122038	ATW122083	ATW122127	ATW122173	ATW122218
ATW122039	ATW122084	ATW122128	ATW122174	ATW122219
ATW122040		ATW122129	ATW122175	ATW122220
ATW122041	ATW122086	ATW122130	ATW122176	ATW122221
ATW122042	ATW122087	ATW122131	ATW122177	ATW122222
ATW122043	ATW122088	ATW122132	ATW122178	ATW122223
ATW122044	ATW122089	ATW122133	ATW122179	
ATW122045	ATW122090	ATW122134	ATW122180	

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Los Angeles } ss.

On 9-25-2007 before me, Carol L. Sanders, Notary Public
Date Name and Title of Officer (e.g., Jane Doe, Notary Public)

personally appeared James F. Nese
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
Carol L. Sanders
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Lease Supplement No. 5

Document Date: 9-25-07 Number of Pages: 3

Signer(s) Other Than Named Above: Paul J Weyandt

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



