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Law Offices of

CHAPMAN AND CUTLER LLP

SURFACE TRANSPORTATION BOARD

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November 16, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: The Kansas City Southern Railway Company
Leveraged Lease Financing

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 Memorandum of Lease Supplement No. 2 (KCSR 2007-1), dated November 19, 2007, between The Kansas City Southern Railway Company, as lessee (the "Lessee") and the KCSR 2007-1 Statutory Trust, acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee, as lessor (the "Lessor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (KCSR 2007-1), dated as of September 27, 2007, between Lessor and Lessee, a memorandum of which was recorded with the Surface Transportation Board on September 26, 2007 at 1:00 P.M. under recordation number 27172.

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

Lessee: The Kansas City Southern Railway Company
427 West 12th Street
Kansas City, Missouri 64105
Attention: Senior Vice President-Finance & Treasurer

Lessor: U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Department

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The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 2 consists of 10 SD70ACe Locomotives bearing the reporting marks ~~XXXXXX~~ ~~XXXXXX~~ KCS 4050 through KCS 4059, inclusive; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Supplement No. 2 (KCSR 2007-1) between the KCSR 2007-1 Statutory Trust, acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee, as Lessor and The Kansas City Southern Railway Company, as Lessee.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy 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

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MEMORANDUM OF LEASE SUPPLEMENT NO. 2 **SURFACE TRANSPORTATION BOARD**
(KCSR 2007-1)

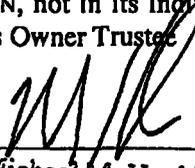
Memorandum of Lease Supplement No. 2 (KCSR 2007-1), made and entered into November 19, 2007, by and between the KCSR 2007-1 Statutory Trust, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Kansas City Southern Railway Company, a Missouri corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (KCSR 2007-1), dated as of September 27, 2007 (the "*Lease Agreement*"), effective as of the date set forth therein and subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on September 26, 2007 under recordation number 27172.
3. The undersigned have entered into that certain Lease Supplement No. 2 (KCSR 2007-1), dated November 19, 2007, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

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.

KCSR 2007-1 STATUTORY TRUST, acting through U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By 
Name: Michael M. Hopkins
Title: Vice President

Executed on this 14 day of November, 2007.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

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

Executed on this ____ day of November, 2007.

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.

KCSR 2007-1 STATUTORY TRUST, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of November, 2007.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

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

Executed on this 15th day of November, 2007.

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 14 day of November, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on November 14, 2007 on behalf of said association 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 association.

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

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Connecticut

(SEAL)

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

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

On this ____ day of November, 2007, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Finance and Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on November ____, 2007, on behalf of said corporation by authority of its Board of Directors, and 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

(SEAL)

STATE OF CONNECTICUT)
)
) SS.:
COUNTY OF HARTFORD)

On this, the ____ day of November, 2007, 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 U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on November ____, 2007 on behalf of said association 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 association.

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 _____

(SEAL)

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

On this 15 day of November, 2007, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Finance and Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on November 15, 2007, on behalf of said corporation by authority of its Board of Directors, and 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.

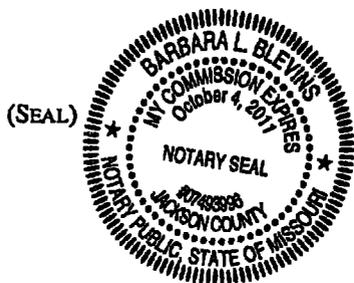


EXHIBIT A

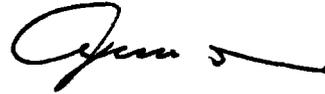
UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
SD70ACe Locomotives	10	KCS 4050 through KCS 4059 inclusive

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: 11 / 16 / 07



Robert W. Alvord