

RECORDATION NO 20312-VV FILED  
May 15, 2012 03:01 PM  
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B. YASBIN  
Melanie@lgraillaw.com  
410-296-2225

May 15, 2012

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination of Lease, a secondary document, dated as of March 21, 2012. The primary document to which this is connected is recorded under Recordation Number 20312. We request that this document be recorded under Recordation Number 20312-VV.

The name and address of the party to the Partial Termination of Lease is:

Collateral Agent:

SCC SPV II, LLC  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890-0001

A description of the equipment covered by the Partial Termination of Lease consists of four SD 40-3 locomotives numbered KCS 614, 617, 627, and 633.

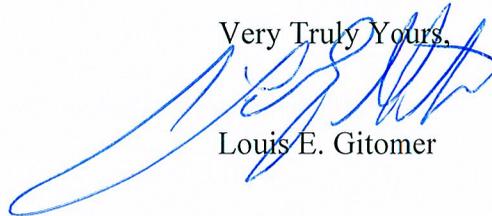
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgraillaw.com

Ms. Cynthia T. Brown  
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A short summary of the document to appear in the index follows: a Partial Termination of Lease by SCC SPV II, LLC, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, covering four SD 40-3 locomotives numbered KCS 614, 617, 627, and 633.

Very Truly Yours,



Louis E. Gitomer

Enclosure

PARTIAL TERMINATION OF LEASE

The undersigned, acting in the capacity as set forth below and on behalf of SCC SPV II, LLC (the "Lessor"), publishes this notice that the certain Assignment and Assumption and Amended and Restated Master Lease Agreement dated as of June 25, 2002 (together with all riders, schedules and other attachments and any amendments thereto) (the "Lease"), between the Lessor and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (the "Lessee") for the lease of certain locomotives, has been terminated, in part, with respect only to the locomotives set forth on Exhibit A.

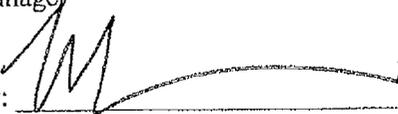
A Memorandum of Supplement Nos. 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 to Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1) was duly filed with the Surface Transportation Board under Recordation Number 20312-W on June 25, 2002 at 10:19 a.m.

This Partial Termination of Lease shall only fully release the railroad equipment set forth on Exhibit A. This Partial Termination shall not in any way affect, alter, release, or terminate the rights and obligations of the parties under the Lease on the remaining portion of the railroad equipment as described in or listed on the Exhibit or Exhibits to the Lease.

Dated this 21<sup>st</sup> day of March, 2012.

SCC SPV II, LLC

BY: Wilmington Trust Company, not in its individual capacity, but solely as the Independent Manager

By: 

Name: Mark H. Brzoska  
Financial Services Officer

Title: \_\_\_\_\_

State/Commonwealth of Delaware )  
County of New Castle )

ss:

On this 21<sup>st</sup> day of March, 2012, before me a Notary Public in and for said County and State, personally appeared Mark H. Brzoska who acknowledged himself to be a duly authorized representative of Wilmington Trust Company, the Independent Manager of SCC SPV II, LLC, and that, as such representative, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

  
NOTARY PUBLIC

PATRICK A. KANAR  
Notary Public - State of Delaware  
My Comm. Expires April 6, 2012



My Commission expires:

(CLIENT WORK/24446/0003 H0781962:1)

EXHIBIT A

List of Equipment

Locomotive KCS 614  
Locomotive KCS 617  
Locomotive KCS 627  
Locomotive KCS 633