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ELIAS C. ALVORD (1942)
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RECORDATION NO. 24877-B FILED

JAN 12 '12 -2 50 PM

SURFACE TRANSPORTATION BOARD

January 12, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release dated as of January 12, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Security Agreement previously filed with the Board under Recordation Number 24877-A.

The name and address of the party to the enclosed document are:

Collateral Agent: Bank of Nova Scotia
44 King Street West
Toronto, Ontario
Canada M5H 1H1

Chief, Section of Administration
January 12, 2012
Page 2

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

30 General Electric ES44AC locomotives: KCS 60624 - KCS 60648 and KCSM 60649 - KCSM 60653.

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

Partial Release.

Also enclosed is a check in the amount of \$41.00 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,



Edward M. Luria

EML/bhs
Enclosures

JAN 12 '12 -2 50 PM

PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

This PARTIAL RELEASE dated January ^{12th} 2012 (the "Partial Release") is made by THE BANK OF NOVA SCOTIA, not in its individual capacity but solely as collateral agent ("Collateral Agent")

WITNESSETH:

WHEREAS, Collateral Agent and The Kansas City Southern Railway Company ("KCSR") entered into that certain Amended and Restated Security Agreement, dated as of July 12, 2011, a memorandum of which was recorded with the Surface Transportation Board on July 12, 2011 under Recordation No. 24877-A (the "STB Memorandum"), pursuant to which KCSR granted to COLLATERAL AGENT a security interest in certain collateral; and

WHEREAS, KCSR and The United States of America, represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration (the "FRA") plan to enter into a Financing Agreement (the "Financing Agreement"), whereby the FRA intends to partially reimburse or refinance the acquisition of the equipment (as described on Exhibit A attached hereto, the "Equipment").

NOW, THEREFORE, COLLATERAL AGENT agrees as follows:

Section 1. Acknowledgment Collateral Agent hereby acknowledges and agrees that such Equipment constitutes Rolling Stock (as defined in the STB Memorandum) subject to a purchase-money security interest within 270 days of its acquisition for the purposes of clause (a) of the STB Memorandum.

Section 2 Release of Lien on Equipment. All right, title and interest that Collateral Agent may have in and to the Equipment is hereby released.

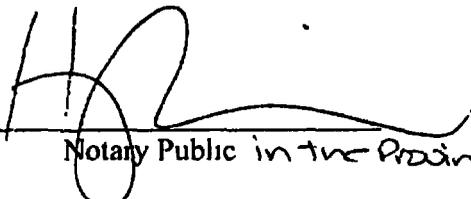
IN WITNESS WHEREOF, Collateral Agent has caused this Partial Release to be duly executed by its duly authorized representative as of the day and year first above written.

THE BANK OF NOVA SCOTIA

By: 
Name: Paula Czach
Title: Managing Director & Execution Head

PROVINCE OF ONTARIO)
) ss.
CITY OF TORONTO)

On this 2nd day of January, 2012, before me personally
appeared Paula Czach, to me personally known, who, being by me duly sworn, says that
she is a Managing Director & Execution Head of THE BANK OF NOVA SCOTIA, a Canadian
chartered bank, and she acknowledges that the execution of the foregoing instrument was the
free act and deed of said chartered bank.



Notary Public in the Province of Ontario

My Commission Expires: is for life

DESCRIPTION OF LOCOMOTIVES

Thirty (30) General Electric ES44AC Locomotives

Description	Manufacturer Serial Numbers	Debtor Reporting Marks
KCS	60624	4765
KCS	60625	4766
KCS	60626	4767
KCS	60627	4768
KCS	60628	4769
KCS	60629	4770
KCS	60630	4771
KCS	60631	4772
KCS	60632	4773
KCS	60633	4774
KCS	60634	4775
KCS	60635	4776
KCS	60636	4777
KCS	60637	4778
KCS	60638	4779
KCS	60639	4780
KCS	60640	4781
KCS	60641	4782
KCS	60642	4783
KCS	60643	4784
KCS	60644	4785
KCS	60645	4786
KCS	60646	4787
KCS	60647	4788
KCS	60648	4789
KCSM	60649	4760
KCSM	60650	4761
KCSM	60651	4762
KCSM	60652	4763
KCSM	60653	4764

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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. 1/12/12

Edward M Luria
Edward M. Luria