

May 22, 2013

RECORDATION NO. 26046-B
FILED May 23, 2013 11:10 AM
SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board (the "Board")
395 E Street, S.W.
Washington, DC 20423-0001

Re: The Kansas City Southern Railway Company
Memorandum of Termination and Release Agreement

Dear Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two (2) executed copies of the Memorandum of Termination and Release Agreement (KCSR 2005-1) effective as of May 22, 2013 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (KCSR 2005-1), dated as of December 20, 2005 (as amended supplemented or modified to date, the "Lease") by and between The Kansas City Southern Railway Company, as lessee (the "Lessee") and KCSR Trust 2005-1, a Delaware statutory trust, as lessor (the "Lessor") and (ii) that certain Trust Indenture and Security Agreement (KCSR 2005-1), dated as of December 20, 2005 (as amended, supplemented or modified to date, the "Indenture") by and between the Lessor and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee"), memoranda of which were recorded with the Surface Transportation Board on December 21, 2005 under recordation number 26046 and 26046-A.

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

Lessee	The Kansas City Southern Railway Company P.O. Box 219335 Kansas City, Missouri 64121-9335 Attention: Vice President Finance & Treasurer
Lessor:	KCSR Trust 2005-1 c/o Wilmington Trust Company, as Owner Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001

Chapman and Cutler LLP

Attention: Corporate Trust Administration (KCSR 2005-1)

Indenture Trustee: Wells Fargo Bank Northwest, National Association
260 Charles Lindbergh Drive
MAC: U1240-026
Salt Lake City, Utah, 84111
Attention: Corporate Trust Department

The equipment covered as of the date hereof by the aforesaid Memorandum of Termination and Release Agreement consists of 73 SD70MAC Locomotives bearing the reporting marks within the series KCS 3900 through KCS 3973 (formerly TFM 1600 through TFM 1674).

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

Memorandum of Termination and Release Agreement (KCSR 2005-1).

A fee of forty-two dollars (42.00) is enclosed. Please time and date stamp the enclosed copy of 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:

Ed Luria, 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

Enclosure

**MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT
(KCSR 2005-1)**

THIS MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT is made and entered into as of May 22, 2013 by and among THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (the "*Lessee*"); KCSR TRUST 2005-1, a Delaware statutory trust (the "*Trust*" or the "*Lessor*"), acting through WILMINGTON TRUST COMPANY, a Delaware trust company, not in its individual capacity, but solely as trustee of the Trust (in its individual capacity, the "*Trust Company*" and not in its individual capacity, but solely in its trustee capacity, the "*Owner Trustee*"); GS LEASING (KCSR 2005-1) LLC, a Delaware limited liability company (the "*Owner Participant*"); WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but as trustee under the Indenture (the "*Indenture Trustee*"); EXPORT DEVELOPMENT CANADA, a corporation established by an Act of Parliament of Canada ("*EDC*"), and KfW (also known as Kreditanstalt für Wiederaufbau), a public law corporation organized under the laws of the Federal Republic of Germany ("*KfW*", and herein each of EDC and KfW, each a "*Loan Participant*" and collectively the "*Loan Participants*").

1. Reference is hereby made to (i) that certain Equipment Lease Agreement (KCSR 2005-1), dated as of December 20, 2005, as amended by Lease Supplement No. 1 (KCSR 2005-1) dated as of December 22, 2005 ("*Lease Supplement No. 1*") and Lease Supplement No. 2 (KCSR 2005-1) dated as of January 11, 2006 (the "*Lease Supplement No. 2*"), in each case, by and between the Lessor and the Lessee (as otherwise amended, supplemented or modified to date, the "*Lease*"), (ii) that certain Trust Indenture and Security Agreement (KCSR 2005-1), dated as of December 20, 2005, as amended by Trust Indenture Supplement No. 1 (KCSR 2005-1) dated December 22, 2005 ("*Indenture Supplement No. 1*") and Trust Indenture Supplement No. 2 (KCSR 2005-1) dated January 11, 2006 ("*Indenture Supplement No. 2*"), in each case, by and between the Lessor and the Indenture Trustee and as otherwise amended, supplemented or modified to date, the "*Indenture*"), and (iii) the Termination, Purchase and Release Agreement dated as of May 22, 2013 by and among the Lessee, the Lessor, the Owner Participant, the Indenture Trustee and the Loan Participants (the "*Termination and Release*"). Pursuant to the Lease, the Lessor has leased to the Lessee, and the Lessee has leased from the Lessor, the Equipment. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease, Indenture, Lease Supplement No. 1 and Indenture Supplement No. 1 (or memoranda thereof) were (i) recorded with the Surface Transportation Board ("*STB*") on December 21, 2005, under recordation number 26046 and (ii) deposited with the Registrar General of Canada on December 21, 2005 under document key 17124. The Lease Supplement No. 2 and Indenture Supplement No. 2 (or memoranda thereof) were (i) recorded with the STB on January 10, 2006, under recordation number 26046-A and (ii) deposited with the Registrar General of Canada on January 10, 2006 under document key 17258.

3. The undersigned parties do hereby give notice of the termination of the Lease, Indenture and the other Operative Agreements effective as of the date hereof as described in that certain Termination and Release.

4. This Memorandum of Termination and Release Agreement shall neither impair nor terminate the rights, obligations, liabilities, duties or claims and demands of the parties under the Lease or the other Operative Agreements that remain in effect on the date hereof which expressly survive this termination.

Memorandum of Termination and Release Agreement

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: Michael W. Cline
Name: Michael W. Cline
Title: VP - Finance & Treasurer

Owner Trustee: KCSR TRUST 2005-1, acting through WILMINGTON TRUST COMPANY, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name: _____
Title: _____

Owner Participant: GS LEASING (KCSR 2005-1) LLC

By: _____
Name: _____
Title: _____

Indenture Trustee: WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By: _____
Name: _____
Title: _____

Loan Participant: EXPORT DEVELOPMENT CANADA

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Memorandum of Termination and Release Agreement

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____
Name:
Title:

Owner Trustee: KCSR TRUST 2005-1, acting through WILMINGTON TRUST COMPANY, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By:  _____
Name: Mark H. Brzoska
Title: Assistant Vice President

Owner Participant: GS LEASING (KCSR 2005-1) LLC

By: _____
Name:
Title:

Indenture Trustee: WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By: _____
Name:
Title:

Loan Participant: EXPORT DEVELOPMENT CANADA

By: _____
Name:
Title:

By: _____
Name:
Title:

Memorandum of Termination and Release Agreement

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____
Name:
Title:

Owner Trustee: KCSR TRUST 2005-1, acting through WILMINGTON TRUST COMPANY, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name:
Title:

Owner Participant: GS LEASING (KCSR 2005-1) LLC

By: _____ *7100*
Name: *Garrett Seth*
Title: *Director*

Indenture Trustee: WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By: _____
Name:
Title:

Loan Participant: EXPORT DEVELOPMENT CANADA

By: _____
Name:
Title:

By: _____
Name:
Title:

Memorandum of Termination and Release Agreement

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____
Name:
Title:

Owner Trustee: KCSR TRUST 2005-1, acting through WILMINGTON TRUST COMPANY, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name:
Title:

Owner Participant: GS LEASING (KCSR 2005-1) LLC

By: _____
Name:
Title:

Indenture Trustee: WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By: Michael Arsenault
Name: Michael Arsenault
Title: Vice President

Loan Participant: EXPORT DEVELOPMENT CANADA

By: _____
Name:
Title:

By: _____
Name:
Title:

Memorandum of Termination and Release Agreement

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: _____
Name:
Title:

Owner Trustee: KCSR TRUST 2005-1, acting through WILMINGTON TRUST COMPANY, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name:
Title:

Owner Participant: GS LEASING (KCSR 2005-1) LLC

By: _____
Name:
Title:

Indenture Trustee: WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By: _____
Name:
Title:

Loan Participant: EXPORT DEVELOPMENT CANADA

By: Sean Borutskie
Name: Sean Borutskie
Title: Asset Manager

By: Andrew Baechler
Name: Andrew Baechler
Title: Loan Portfolio Manager

Memorandum of Termination and Release Agreement

Loan Participant:

KFW IPEX-BANK GMBH ACTING ON BEHALF OF KFW (also
known as Kreditanstalt Für Wiederaufbau)

By:

Keith P. Schuber

Name: KEITH P. SCHUBER

Title: BUSINESS DEVELOPMENT OFFICER

Memorandum of Termination and Release Agreement

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

On this, the 21~~st~~ day of May, 2013, before me, a Notary Public in and for said County and State, personally appeared Michael W. Cline, who being by me duly sworn, says that (s)he is the VR - Finance + Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on May 21, 2013 on behalf of said corporation 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 corporation.

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



MINDY SWARTZ
My Commission Expires
April 14, 2017
Clay County
Commission #13471148

Mindy Swartz
Name:
Notary Public
My Commission Expires: 4/14/2017
Residing in Clay County, MO

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of May, 2013, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on May ___, 2013 on behalf of said trust company 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 trust company.

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

Memorandum of Termination and Release Agreement

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

On this, the ___ day of May, 2013, 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 THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on May ____, 2013 on behalf of said corporation 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 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

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 1st day of May, 2013, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on May 1st, 2013 on behalf of said trust company 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 trust company.

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

Ramona L. Ringgold
Name:
Notary Public
My Commission Expires:
Residing in



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

Memorandum of Termination and Release Agreement

STATE OF New York)
)
) SS.:
COUNTY OF Nassau)

On this, the 20 day of May, 2013, before me, a Notary Public in and for said County and State, personally appeared Caesar Jeth, who being by me duly sworn, says that (s)he is the Director of GS LEASING (KCSR 2005-1) LLC, that said instrument was signed on May 20, 2013 on behalf of said limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

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

Karen Elizabeth Lofgren
Name: **KAREN ELIZABETH LOFGREN**
Notary Public **Notary Public, State of New York**
No. 01106271607
My Commission Expires **in Nassau County**
Residing in **Commission Expires November 5, 2016**
certificate filed in Nassau County

STATE OF UTAH)
)
) SS.:
COUNTY OF SALT LAKE)

On this, the ___ day of May, 2013, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on May ___, 2013 on behalf of said national banking 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 national banking 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

Memorandum of Termination and Release Agreement

STATE OF _____)
)
) SS.:
COUNTY OF _____)

On this, the ___ day of May, 2013, 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 GS LEASING (KCSR 2005-1) LLC, that said instrument was signed on May ____, 2013 on behalf of said limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

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

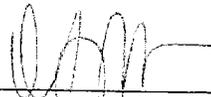
Name:
Notary Public
My Commission Expires:
Residing in

STATE OF UTAH)
)
) SS.:
COUNTY OF SALT LAKE)

On this, the 21st day of May, 2013, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on May 21, 2013 on behalf of said national banking 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 national banking association.

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





Name: Olga Kononova
Notary Public
My Commission Expires: February 13, 2016
Residing in Salt Lake City, Utah

Memorandum of Termination and Release Agreement

CITY OF OTTAWA)
)
PROVINCE OF ONTARIO)
) SS.:
CANADA)

On this, the 21 day of May, 2013, before me, a Notary Public in and for Province of Ontario, Canada, personally appeared Andrew Baechler and Sean Borutskic, who being by me duly sworn, says that they are the Loan Portfolio Manager and the Asset Manager of EXPORT DEVELOPMENT CANADA, that said instrument was signed on May 21, 2013 on behalf of said corporation who are both authorized to execute the attached document, and they 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.

Michael Richter
Name: Michael Allan Richter
Notary Public
My Commission Expires: Does not expire
Residing in Ottawa, ON Canada

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)
) SS.:

On this, the ___ day of May, 2013, 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 KfW IPEX-BANK GMBH acting on behalf of KfW (also known as Kreditanstalt Für Wiederaufbau), that said instrument was signed on May ___, 2013 on behalf of said corporation 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 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

Memorandum of Termination and Release Agreement

CITY OF OTTAWA)
)
PROVINCE OF ONTARIO)
)
) SS.:
CANADA)

On this, the ___ day of May, 2013, before me, a Notary Public in and for Province of Ontario, Canada, personally appeared _____ and _____, who being by me duly sworn, says that they are the _____ and the _____ of EXPORT DEVELOPMENT CANADA, that said instrument was signed on May ___, 2013 on behalf of said corporation who are both authorized to execute the attached document, and they 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

STATE OF NEW YORK)
)
) SS.:
COUNTY OF NEW YORK)

On this, the 21 day of May, 2013, before me, a Notary Public in and for said County and State, personally appeared Keith P. Schaber who being by me duly sworn, says that (s)he is the Business Development Officer of KfW IPEX-BANK GMBH acting on behalf of KfW (also known as Kreditanstalt Für Wiederaufbau), that said instrument was signed on May 21 2013 on behalf of said corporation 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 corporation.

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

Kathleen Ray
Name: Kathleen Ray
Notary Public
My Commission Expires: 11/19/2015
Residing in NY, NY

KATHLEEN RAY
NOTARY PUBLIC, State of New York
No. 01RA8177645
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires Nov. 19, 2015

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: May 23, 2013

Edward M Luria
Edward M. Luria