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October 20, 2016

RECORDATION NO. 19361-J  
FILED OCTOBER 21, 2016 10:14 AM  
SURFACE TRANSPORTATION BOARD

**VIA E-FILING**

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

Re: Memorandum of Assignment of Lease (4 of 8)

Dear Sir/Madam:

Enclosed for recording with the Surface Transportation Board ("STB"), pursuant to the provisions of 49 U.S.C. Section 11301(a), is the Memorandum of Assignment of Lease dated as of December 27, 2004, a secondary document to the Memorandum of Lease Agreement dated as of December 21, 1994, which was assigned recordation number 19361. We request that this document be given the next available recordation number under 19361.

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

Transferor: Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528

Transferee: Siemens Financial Services, Inc.  
170 Wood Avenue  
Iselin, New Jersey 08830

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 235 refrigerated boxcars with marks and numbers ARMN 902968 through ARMN 993999, sporadic. Kindly find a list of the equipment in Schedule 1 to the Memorandum of Assignment of Lease.

We have faxed concurrently with this e-filing, the STB payment form to be charged in the amount of \$45 for the required recordation fee.

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

Memorandum of Assignment of Lease dated as of December 27, 2004 between Citicorp Railmark, Inc. and Siemens Financial Services, Inc. covering 235

refrigerated boxcars with marks and numbers ARMN 902968 through ARMN 993999, sporadic. The railcars are as follows: ARMN 902968, ARMN 903000, ARMN 903001, ARMN 903002, ARMN 903003, ARMN 903004, ARMN 903005, ARMN 903006, ARMN 903996, ARMN 903997, ARMN 903998, ARMN 903999, ARMN 913000, ARMN 913001, ARMN 913002, ARMN 913003, ARMN 913004, ARMN 922048, ARMN 922049, ARMN 922050, ARMN 922051, ARMN 922052, ARMN 922053, ARMN 922947, ARMN 922970, ARMN 922971, ARMN 922972, ARMN 922973, ARMN 922976, ARMN 922977, ARMN 922978, ARMN 922979, ARMN 923000, ARMN 923001, ARMN 923002, ARMN 923003, ARMN 923004, ARMN 923005, ARMN 923006, ARMN 923007, ARMN 923008, ARMN 923009, ARMN 923010, ARMN 923010, ARMN 923011, ARMN 923013, ARMN 923014, ARMN 923015, ARMN 923016, ARMN 923017, ARMN 923018, ARMN 923019, ARMN 923020, ARMN 923946, ARMN 923947, ARMN 923948, ARMN 923949, ARMN 923950, ARMN 923951, ARMN 923952, ARMN 923953, ARMN 923954, ARMN 923955, ARMN 923956, ARMN 923957, ARMN 923958, ARMN 923959, ARMN 923961, ARMN 923962, ARMN 923963, ARMN 923964, ARMN 923965, ARMN 923966, ARMN 923967, ARMN 923968, ARMN 923969, ARMN 923970, ARMN 923971, ARMN 923972, ARMN 923973, ARMN 923974, ARMN 923975, ARMN 923976, ARMN 923977, ARMN 923978, ARMN 923979, ARMN 923980, ARMN 923981, ARMN 923982, ARMN 923983, ARMN 923984, ARMN 923985, ARMN 923986, ARMN 923987, ARMN 923988, ARMN 923989, ARMN 923990, ARMN 923991, ARMN 923992, ARMN 923993, ARMN 923994, ARMN 923995, ARMN 923996, ARMN 923997, ARMN 923998, ARMN 923999, ARMN 932006, ARMN 932007, ARMN 932990, ARMN 932991, ARMN 932992, ARMN 932993, ARMN 932994, ARMN 932996, ARMN 932997, ARMN 933000, ARMN 933001, ARMN 933002, ARMN 933002, ARMN 933003, ARMN 933004, ARMN 933005, ARMN 933006, ARMN 933007, ARMN 933008, ARMN 933009, ARMN 933010, ARMN 933011, ARMN 933012, ARMN 933013, ARMN 933014, ARMN 933015, ARMN 933016, ARMN 933017, ARMN 933018, ARMN 933019, ARMN 933020, ARMN 933021, ARMN 933022, ARMN 933023, ARMN 933909, ARMN 933910, ARMN 933911, ARMN 933912, ARMN 933913, ARMN 933914, ARMN 933915, ARMN 933916, ARMN 933917, ARMN 933918, ARMN 933919, ARMN 933920, ARMN 933921, ARMN 933922, ARMN 933923, ARMN 933924, ARMN 933925, ARMN 933926, ARMN 933927, ARMN 933928, ARMN 933929, ARMN 933930, ARMN 933931, ARMN 933932, ARMN 933933, ARMN 933934, ARMN 933935, ARMN 933936, ARMN 933937, ARMN 933938, ARMN 933940, ARMN 933941, ARMN 933942, ARMN 933943, ARMN 933944, ARMN 933945, ARMN 933946, ARMN 933948, ARMN 933949, ARMN 933950, ARMN 933951, ARMN 933952, ARMN 933953, ARMN 933954, ARMN 933955, ARMN 933956, ARMN 933957, ARMN 933958, ARMN 933959, ARMN 933960, ARMN 933961, ARMN 933962, ARMN 933963, ARMN 933964, ARMN 933965, ARMN

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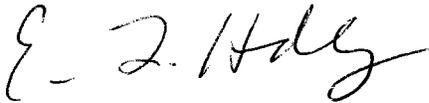
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933966, ARMN 933967, ARMN 933968, ARMN 933969, ARMN 933970, ARMN 933971, ARMN 933972, ARMN 933973, ARMN 933974, ARMN 933975, ARMN 933977, ARMN 933977, ARMN 933978, ARMN 933979, ARMN 933980, ARMN 933981, ARMN 933982, ARMN 933983, ARMN 933984, ARMN 933985, ARMN 933986, ARMN 933987, ARMN 933988, ARMN 933989, ARMN 933990, ARMN 933991, ARMN 933992, ARMN 933993, ARMN 933994, ARMN 933995, ARMN 933996, ARMN 933997, ARMN 933998, ARMN 933999, ARMN 983939, ARMN 993000, ARMN 993001, ARMN 993997, ARMN 993998 and ARMN 993999.

If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,

Thompson Coburn LLP



*mf* By  
Marjorie F. Krumholz

MFK/elh

Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE**

**THIS MEMORANDUM OF ASSIGNMENT OF LEASE** dated as of this 27<sup>th</sup> day of December, 2004, is made by Citicorp Railmark, Inc., a Delaware corporation, with an address at 450 Mamaroneck Avenue, Harrison, New York 10528 (the "Transferor"), and Siemens Financial Services, Inc., a Delaware corporation, with an address at 170 Wood Avenue, Iselin, New Jersey 08830 (the "Transferee" and, together with the Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, Transferor, as lessor, and Union Pacific Railroad Company (the "Lessee"), as lessee, previously entered into the following documents, pursuant to which Lessee leased two-hundred thirty-five (235) railcars identified on Schedule 1 attached hereto (the "Equipment"): (i) the Railcar Net Leasing Agreement dated as of December 21, 1994 (the "Lease Agreement"), (ii) Lease Agreement Amendment No. 1, dated as of November 15, 1995 ("the Amendment") and (iii) Rider 4 to Railcar Net Leasing Agreement dated July 1, 2003 ("Rider 4"). The Lease Agreement, the Amendment and Rider 4 are collectively referred to herein as the "Lease".

**WHEREAS**, the Transferor and Lessee entered into a Memorandum of Lease Agreement dated as of December 21, 1994, relating to the Lease Agreement, which was filed with the Interstate Commerce Commission on April 19, 1995 and assigned recordation number 19361.

**WHEREAS**, the Transferor and Lessee entered into a Memorandum of Lease Agreement dated as of November 15, 1995, relating to the Amendment, which was filed with the Surface Transportation Board on January 30, 1995 and assigned recordation number 19361-A.

**WHEREAS**, pursuant to a Purchase Agreement dated as of December 27, 2004 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease arising after the date hereof, and Transferee agreed to purchase the Equipment and agreed to such assignment.

**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

**IN WITNESS WHEREOF**, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By: *Bradford Holley*  
Name: BRADFORD HOLLEY  
Title: VICE PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**SIEMENS FINANCIAL SERVICES, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

**SIEMENS FINANCIAL SERVICES, INC.**

By: *[Signature]*  
Name: William T. Padrozy  
Title: President + CEO

**SCHEDULE 1  
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**EQUIPMENT**

Two-hundred thirty-five (235) refrigerated box cars bearing the following road marks and numbers: SEE ATTACHED

235 REFRIGERATED BOX CARS BEARING THE FOLLOWING ROAD MARKS AND NUMBERS

ARMN 932997-ARMN 932996-ARMN 902968  
ARMN 932006-ARMN 922050-ARMN 922049  
ARMN 922048-ARMN 922979-ARMN 922977  
ARMN 922978-ARMN 922976-ARMN 932994  
ARMN 922053-ARMN 922971-ARMN 922051  
ARMN 922947-ARMN 932993-ARMN 932007  
ARMN 922052-ARMN 932990-ARMN 922973  
ARMN 922972-ARMN 932991-ARMN 932992  
ARMN 922970  
ARMN 923995-ARMN 923996-ARMN 923999  
ARMN 923998-ARMN 923994-ARMN 923997  
ARMN 923993-ARMN 923991-ARMN 923992  
ARMN 923000-ARMN 933999-ARMN 913000  
ARMN 923989-ARMN 933998-ARMN 993999  
ARMN 923988-ARMN 913001-ARMN 923990  
ARMN 933997-ARMN 923987-ARMN 933994  
ARMN 933996-ARMN 933995-ARMN 923985  
ARMN 933992-ARMN 923984-ARMN 933990  
ARMN 913002-ARMN 933989-ARMN 933988  
ARMN 933987-ARMN 933001-ARMN 913003  
ARMN 933003-ARMN 933002-ARMN 933000  
ARMN 923004-ARMN 903001-ARMN 933984  
ARMN 933985-ARMN 933986-ARMN 933993  
ARMN 933991-ARMN 933983-ARMN 923981  
ARMN 923983-ARMN 923006-ARMN 933982  
ARMN 923980-ARMN 923005-ARMN 933981  
ARMN 923008-ARMN 993000-ARMN 933004  
ARMN 923986-ARMN 933977-ARMN 933980  
ARMN 933977-ARMN 923003-ARMN 923976  
ARMN 903999-ARMN 933978-ARMN 933979  
ARMN 933973-ARMN 923007-ARMN 933975  
ARMN 923009-ARMN 933974-ARMN 923975  
ARMN 933972-ARMN 933971-ARMN 923001  
ARMN 923979-ARMN 933970-ARMN 923974  
ARMN 923977-ARMN 923982-ARMN 933006  
ARMN 933969-ARMN 903000-ARMN 923973  
ARMN 993001-ARMN 933966-ARMN 933968  
ARMN 923972-ARMN 923002-ARMN 933967  
ARMN 923971-ARMN 933005-ARMN 923010  
ARMN 933007-ARMN 933965-ARMN 933963  
ARMN 923978-ARMN 933964-ARMN 923966  
ARMN 923968-ARMN 923011-ARMN 903002  
ARMN 923969-ARMN 923970-ARMN 903998  
ARMN 933962-ARMN 933961-ARMN 923965  
ARMN 923967-ARMN 933010-ARMN 933008  
ARMN 933958-ARMN 933959-ARMN 933011  
ARMN 933009-ARMN 933957-ARMN 923963  
ARMN 933960-ARMN 923962-ARMN 923964  
ARMN 933956-ARMN 933953-ARMN 933955  
ARMN 933012-ARMN 933952-ARMN 933013  
ARMN 903003-ARMN 933950-ARMN 913004  
ARMN 933951-ARMN 933949-ARMN 923014  
ARMN 933015-ARMN 933017-ARMN 933948

ARMN 933014-ARMN 933954-ARMN 923946  
ARMN 933016-ARMN 923015-ARMN 923016  
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ARMN 933943-ARMN 923958-ARMN 933930  
ARMN 933932-ARMN 923019-ARMN 933931  
ARMN 923961-ARMN 933929-ARMN 933928  
ARMN 903005-ARMN 933927-ARMN 933923  
ARMN 933021-ARMN 933942-ARMN 923010  
ARMN 933019-ARMN 933018-ARMN 933940  
ARMN 983939-ARMN 933020-ARMN 933938  
ARMN 923957-ARMN 933934-ARMN 933937  
ARMN 933935-ARMN 993998-ARMN 923017  
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ARMN 923956-ARMN 923959-ARMN 933921  
ARMN 933922-ARMN 933925-ARMN 903006  
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