



RECORDATION NO. 18674-Q  
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SURFACE TRANSPORTATION BOARD

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May 10, 2013

**VIA E-FILING**

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

Dear Section Chief:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Notice of Termination of Lease dated as of May 10, 2013 (the "Notice") by Citicorp Railmark, Inc., which Notice is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Notice relates to the Equipment Lease Agreement (SPTC Trust No. 1994-1) (the "Lease"), dated as of January 15, 1994 between Shawmut Bank Connecticut, National Association (not in its individual capacity except as expressly provided therein but solely as Owner Trustee), as lessor, and Southern Pacific Transportation Company, as lessee, as amended and supplemented and related documents previously filed with the Interstate Commerce Commission (predecessor to the STB) and the STB under Recordation Number 18674. Citicorp Railmark, Inc. is the successor lessor under the Lease, as amended and supplemented.

The name and address of the party to the enclosed Notice is:

Successor Lessor: Citicorp Railmark, Inc.  
390 Greenwich Street, 1st Floor  
New York, NY 10013

A description of the railroad equipment covered by the enclosed Notice is as follows: all railcars remaining subject to the Lease.

The required recordation fee of \$42.00 is being paid to the STB by charge to our firm account.



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Kindly return a file-stamped copy of the Notice and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Notice of Termination of Lease dated as of May 10, 2013 by Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Equipment Lease Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 between Shawmut Bank Connecticut, National Association (not in its individual capacity except as expressly provided therein but solely as Owner Trustee), as lessor, and Southern Pacific Transportation Company, as lessee, as amended, which was duly filed with the Interstate Commerce Commission on January 28, 1994 under recordation number 18674.

Lease Supplement (SPTC Trust No. 1994-1) No. 1 dated January 28, 1994 ("Supplement No. 1"), which was duly filed with the Interstate Commerce Commission on January 28, 1994 under recordation number 18674-B.

Lease Supplement (SPTC Trust No. 1994-1) No. 2 dated April 14, 1994, which was duly filed with the Interstate Commerce Commission on April 14, 1994 under recordation number 18674-F.

Thank you for your attention to this request.

Very truly yours,

**DLA Piper LLP (US)**

  
Susan G. Lichtenfeld

Enclosure

**NOTICE OF TERMINATION OF LEASE**

The undersigned, Citicorp Railmark, Inc. ("CitiRail"), as successor lessor, publishes this Notice of Termination of Lease and states that the Equipment Lease Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 between Shawmut Bank Connecticut, National Association (not in its individual capacity except as expressly provided therein but solely as Owner Trustee), as lessor, and Southern Pacific Transportation Company, as lessee, as amended (the "Lease Agreement"), as supplemented by Lease Supplement (SPTC Trust No. 1994-1) No. 1 dated January 28, 1994 ("Supplement No. 1") and Lease Supplement (SPTC Trust No. 1994-1) No. 2 dated April 14, 1994 ("Supplement No. 2"; the Lease Agreement as supplemented by Supplement No. 1 and Supplement No. 2 is collectively referred to as the "Lease") is hereby terminated with respect to all railcars remaining subject thereto, except with respect to those obligations, if any, of Union Pacific Railroad Company ("UP"), as successor lessee under the Lease, which expressly survive any termination thereof, including without limitation return obligations, which obligations of UP do not include any rights to the railcars themselves.

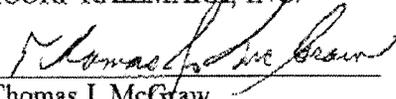
The Lease Agreement was filed with the Interstate Commerce Commission on January 28, 1994 under recordation number 18674, Supplement No. 1 was filed with the Interstate Commerce Commission on January 28, 1994 under recordation number 18674-B, and Supplement No. 2 was filed with the Interstate Commerce Commission on April 14, 1994 under recordation number 18674-F.

CitiRail is the successor lessor pursuant to the Bill of Sale, Assignment of Lease and Full Release and Termination dated as of November 13, 2012 by U.S. Bank National Association, as successor Indenture Trustee, and U.S. Bank National Association, as successor Owner Trustee (the "Transfer Document"). The Transfer Document was filed with the Surface Transportation Board (successor to the Interstate Commerce Commission) on November 14, 2012 under recordation number 18674-P.

**IN WITNESS WHEREOF**, the undersigned has caused this Notice of Termination of Lease to be executed by a duly authorized officer as of this 10<sup>th</sup> day of May, 2013.

I certify that I hold the title set forth below, that this instrument was signed on behalf of CitiRail 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 CitiRail. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By   
Thomas J. McGraw  
Senior Vice President