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RECORDATION NO. 19361-N
FILED OCTOBER 21, 2016 10:34 AM
SURFACE TRANSPORTATION BOARD

October 20, 2016

VIA E-FILING

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

Re: Renewal Agreement to Amended and Restated Rider 4 to the Railcar Net Leasing Agreement (8 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 Renewal Agreement to Amended and Restated Rider 4 to Railcar Net Leasing Agreement dated as of February 19, 2016, 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:

Lessor: Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, NJ 08830

Lessee: Union Pacific Railroad Company
1400 Douglas Street, Stop 780
Omaha, NE 68179

A description of the equipment covered by the Renewal Agreement to Amended and Restated Rider 4 consists of 563 refrigerated boxcars with marks and numbers ARMN 901000 – ARMN 993999, sporadic. Kindly find a list of the equipment in Schedule A to the Renewal Agreement to Amended and Restated Rider 4.

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:

October 20, 2016

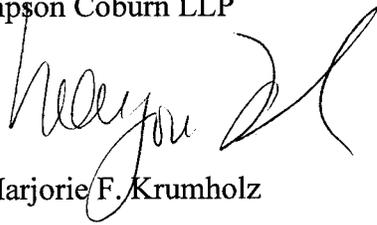
Page 2

Renewal Agreement to Amended and Restated Rider 4 dated as of February 19, 2016 between Siemens Financial Services, Inc. and Union Pacific Railroad Company covering 563 refrigerated boxcars with marks and numbers ARMN 901000 – ARMN 993999, sporadic.

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

Very truly yours,

Thompson Coburn LLP

By 

Marjorie F. Krumholz

MFK/elh

Enclosures

**RENEWAL AGREEMENT TO AMENDED AND RESTATED RIDER NO. 4
TO RAILCAR NET LEASING AGREEMENT**

This RENEWAL AGREEMENT TO AMENDED AND RESTATED RIDER NO. 4 TO RAILCAR NET LEASING AGREEMENT (the "Renewal") between SIEMENS FINANCIAL SERVICES, INC. ("Lessor") and UNION PACIFIC RAILROAD COMPANY ("Lessee") who are parties to (i) that certain Railcar Net Leasing Agreement dated as of December 21, 1994, as amended by Lease Agreement Amendment No. 1 dated as of November 15, 1995 (the "Lease Agreement"), and (ii) that certain Rider 4 to Railcar Net Leasing Agreement dated as of July 1, 2003 ("Original Rider 4"), and (iii) that certain Amended and Restated Rider 4 to Railcar Net Leasing Agreement dated as of March 19, 2010 (the "Amended and Restated Rider 4") (the Lease Agreement, Original Rider 4, the Amended and Restated Rider 4, are referred to hereinafter collectively as the "Agreement") is made as of February 19, 2016.

Lessor and Lessee agree as follows:

1. Capitalized Terms. All capitalized terms defined in the Agreement shall have the meanings defined therein when used in this Renewal except that the term "Cars" as used herein shall only refer to the equipment described in this Renewal unless otherwise indicated.
2. Cars Leased. Lessor hereby leases the following Cars to Lessee subject to the terms and conditions of the Agreement and this Renewal.

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
[563 _____]	Refrigerated Boxcars	See Schedule A attached hereto.

3. Lease Commencement Date. February 1, 2016.
4. Expiration Date. July 31, 2023.
5. Effect of Age-Out Date for Individual Cars. In the event that a Car reaches its Age-Out Date, as specified on Schedule A, prior to July 31, 2023 or is deemed no longer economically viable to repair prior to the Expiration Date (each as determined mutually by Lessor and Lessee), Lessee shall return such Car to a location or scrap facility designated by Lessor in accordance with the Return Provision in this Renewal and the Agreement. Each such Car shall remain on lease under the terms of the Lease until such Car has been returned by Lessee and accepted by Lessor in accordance with the Lease. As of the termination date for each Car, all rent and other amounts payable by Lessee under the Lease with respect to such Car shall have been paid by Lessee to Lessor.
6. Party Responsible for Maintenance. Lessee.
7. Rent. Lessee shall pay Lessor a fixed rent per Car, payable monthly in advance (rent payable for any period which is less than a full month shall be prorated). Rent in the amount of \$390 per Car shall commence under this Renewal on February 1, 2016 and shall continue through July 1, 2017. Thereafter, the rent per Car shall be \$125.00 per Car.
8. Casualty Value. Schedule 3 to the Amended and Restated Rider 4 shall remain applicable and continue through July 1, 2017, as drafted. Thereafter, if a Car suffers a casualty, Lessee shall pay to Lessor, on the next succeeding rent payment date, an amount calculated in accordance with AAR Rule

107.

9. Return Provision. Lessee shall return the Cars in "as-is" condition to a location or scrap facility specified by Lessor and shall be cleaned of all commodity and buildup in or on the Cars. For any Car not delivered to the specified location and not properly cleaned, Lessee's obligation to pay rent will continue beyond the Expiration Date until such Car meets both requirements. Except as set forth in this Section 8, the return conditions specified in the Agreement shall not be applicable.

10. Special Conditions.

- a) Acceptance. The Cars are already in service with Lessee and are deemed accepted without further actions by the parties.
- b) Storage. Lessor shall not be entitled to any free storage at lease expiration.
- c) Transportation Expenses: Transportation expenses for the movement of the Cars at lease expiration or earlier termination to a Lessor designated location or scrap facility will be for the account of the Lessee.

Each party, pursuant to due corporate authority, has caused this Renewal to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Renewal was the free act of the corporation, the foregoing is true and correct and that this Renewal was executed on the date indicated below.

Lessor
SIEMENS FINANCIAL SERVICES, INC.

By: [Signature]
Title: Director - Asset mgmt
Date: 2/26/16

By: [Signature]
Title: VICE PRESIDENT
Date: 02/26/16

Lessee
UNION PACIFIC RAILROAD COMPANY

By: [Signature]
Title: Director, Strategic Services
Date: 2/19/16

Schedule A

	<u>Car Initial</u>	<u>Car Number</u>	<u>Age-Out Date</u>
1	ARMN	992055	6/2019
2	ARMN	992083	6/2019
3	ARMN	992089	6/2019
4	ARMN	992093	6/2019
5	ARMN	992109	6/2019
6	ARMN	992114	6/2019
7	ARMN	992123	6/2019
8	ARMN	992127	6/2019
9	ARMN	992138	6/2019
10	ARMN	992143	6/2019
11	ARMN	992144	6/2019
12	ARMN	993000	6/2019
13	ARMN	993998	6/2019
14	ARMN	902978	7/2019
15	ARMN	932004	7/2019
16	ARMN	991003	7/2019
17	ARMN	991004	7/2019
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