

RECORDATION NO. 17958-J FILED
ALVORD AND ALVORD PLLC February 26, 2016 01:00 PM
ATTORNEYS AT LAW SURFACE TRANSPORTATION BOARD
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

February 26, 2016

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 Memorandum of Lease Termination, dated as of February 26, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Amended and Restated Equipment Lease Agreement and the Memorandum of Amended and Restated Equipment Lease Agreement Supplement No. 1 previously filed with the Board under Recordation Numbers 17958-H and 17958-I.

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

Lessor: UnionBanCal Leasing Corporation
445 S. Figueroa Street
Los Angeles, CA 90071

Lessee: The Kansas City Southern Railway Company
427 West 12th Street
P.O. Box 219335
Kansas City, MO 64121

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

215 boxcars TERMINATED: ATW 122000 – ATW 122223 (excluding the following CASUALTIES: ATW 122026, ATW 122085, ATW 122099, ATW 122100, ATW 122127, ATW 122134, ATW 122176, ATW 122184 and ATW 122201).

Section Chief
February 26, 2016
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A short summary of the document to appear in the index is:

Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE TERMINATION, dated as of February 26, 2016 (this “**Memorandum**”), by and among The Kansas City Southern Railway Company, a Missouri corporation (“**KCSR**”), UNIONBANCAL LEASING CORPORATION, a California corporation (“**UBL**C”). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (defined below).

WHEREAS, KCSR, as lessee, and UBLC, as lessor, entered into that certain (i) Amended and Restated Equipment Lease Agreement, dated as of March 31, 2008, a memorandum of which was recorded with the Surface Transportation Board (“**STB**”) on March 31, 2008 under Recordation No. 17958-H), and (ii) Lease Supplement No. 1, dated April 1, 2008, a memorandum of which was recorded with the STB on March 31, 2008 under Recordation No. 17958-I (collectively, the “**Lease**”) pursuant to which KCSR leased from UBLC 215 70-ton, 50’6” boxcars as further described on the attached Schedule I (collectively, excluding any casualties for which settlement has been made under the Lease, the “**Equipment**”, and each individually, a “**Unit**”);

WHEREAS, pursuant to the terms and conditions of a Termination and Railcar Purchase Agreement, dated as of February 3, 2016, KCSR is purchasing (i) all of the right, interests, obligations and duties of UBLC in the Equipment and (ii) the Lease and all supplements thereto shall be terminated; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale of the Equipment and termination of the Lease.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum with the STB pursuant to 49 USC Section 11301.

[The remainder of the page has been left intentionally blank]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

I certify that I hold the title set forth below, that this instrument was signed on behalf of THE KANSAS CITY SOUTHERN RAILWAY COMPANY ("KCSR") by authority of its authorized signatory and that I acknowledge that the execution of the foregoing instrument was the free act and deed of KCSR. I further declare under penalty of perjury that the foregoing is true and correct.

THE KANSAS CITY SOUTHERN RAILWAY
COMPANY

By:

Michael D. Neff
Name:
Title:



This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

I certify that I hold the title set forth below, that this instrument was signed on behalf of UNIONBANCAL LEASING CORPORATION ("UBLC") by authority of its authorized signatory and that I acknowledge that the execution of the foregoing instrument was the free act and deed of UBLC. I further declare under penalty of perjury that the foregoing is true and correct.

UNIONBANCAL LEASING CORPORATION

By:

Name:

Title:


James F. Nose
V.P.

Schedule I to
Memorandum of Lease Termination

EQUIPMENT

NO./DESCRIPTION	REPORTING MARKS
215 - 70 ton , 50'6'' boxcars	ATW122000 - ATW122223; BUT EXCLUDING: ATW122026, ATW 122085, ATW122099, ATW122100, ATW122127, ATW122134, ATW122176, ATW 122184 and ATW 122201.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: February 26, 2016



Claire E. Murphy