

RECORDATION NO. 25999-A FILED

JAN 10 '06

2-03 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

January 10, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 25999.

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

Lessor: RBS Asset Finance  
(a d/b/a of Citizens Leasing Corporation)  
One Citizens Plaza  
Providence, Rhode Island 02903

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha Nebraska 68179-1580

Mr. Vernon A. Williams  
January 3, 2006  
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A description of the railroad equipment covered by the enclosed document is:

62 mechanical refrigerator cars within the series ARMN 767002 - ARMN 768271 (formerly UPFE 467002 - UPFE 468271) as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

JAN 10 '06

2-03 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

(Master Lease Agreement No. 1989 dated September 29, 2005)

This Memorandum of Lease is entered into as of September 29, 2005, by and between Citizens Leasing Corporation, d/b/a **RBS ASSET FINANCE**, a Rhode Island corporation having its principal place of business at 189 Canal Street, Providence, RI 02903 ("Lessor") and Union Pacific Railroad Company, a Delaware corporation having its principal place of business at 1416 Dodge Street, Omaha, NE 68179 ("Lessee").

1. Lessor is the owner of sixty-two (62) Mechanical Refrigerator Box Cars bearing identification numbers, (collectively, the "Railcars"): See Attached Schedule 1.

2. Lessor and Lessee have entered into Master Lease Agreement No. 1989 dated September 29, 2005, pursuant to which Lessor will lease the Railcars to Lessee.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

Citizens Leasing Corporation, d/b/a  
**RBS ASSET FINANCE**, Lessor

By Alex M. Smith

Name Alex M. Smith

Title Senior Vice President

**UNION PACIFIC RAILROAD  
COMPANY**, Lessee

By Karen A. Watson

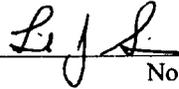
Name Karen A. Watson

Title General Director-  
Mechanical Purchasing

State of Rhode Island            )  
  ) ss:  
County of Providence            )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Citizens Leasing Corporation, d/b/a **RBS ASSET FINANCE**, a Rhode Island corporation (the "Corporation"), by Alexis M. Smith, its Senior Vice President, who acknowledged that she signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Providence, Rhode Island, this 30<sup>th</sup> day of December, 2005.

  
\_\_\_\_\_  
Notary Public

LETICIA J. SMITH, LLC  
Notary Public - Rhode Island  
100 Commission Street, Providence, RI 02903

State of Nebraska        )  
                                  ) ss:  
County of Douglas        )

BEFORE ME, a Notary Public in and for said County and State, personally appeared Union Pacific Railroad Company, a Delaware corporation (the "Corporation"), by Karen Watson its General Director who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Omaha, Nebraska, this 28 day of December 2005.

GENERAL NOTARY - State of Nebraska  
DEBORAH L. VORNBROCK  
My Comm. Exp. Jan. 15, 2008

Deborah L. Vornbrock  
Notary Public

SCHEDULE 1

DESCRIPTION OF UNITS

Sixty-Two (62) Mechanical Refrigerator Box Cars, bearing the marks and car numbers listed below.

<u>Previous Car</u> <u>Mark</u>	<u>Previous</u> <u>Car #</u>	<u>New Car</u> <u>Mark</u>	<u>New</u> <u>Car #</u>
UPFE	467002	ARMN	767002
UPFE	467007	ARMN	767007
UPFE	467013	ARMN	767013
UPFE	467015	ARMN	767015
UPFE	467016	ARMN	767016
UPFE	467018	ARMN	767018
UPFE	467022	ARMN	767022
UPFE	467027	ARMN	767027
UPFE	467029	ARMN	767029
UPFE	467033	ARMN	767033
UPFE	467040	ARMN	767040
UPFE	467046	ARMN	767046
UPFE	467050	ARMN	767050
UPFE	467052	ARMN	767052
UPFE	467065	ARMN	767065
UPFE	467075	ARMN	767075
UPFE	467083	ARMN	767083
UPFE	467084	ARMN	767084
UPFE	467086	ARMN	767086
UPFE	467088	ARMN	767088
UPFE	467090	ARMN	767090
UPFE	467092	ARMN	767092
UPFE	467100	ARMN	767100
UPFE	467101	ARMN	767101
UPFE	467102	ARMN	767102
UPFE	467115	ARMN	767115
UPFE	467117	ARMN	767117
UPFE	467118	ARMN	767118
UPFE	467131	ARMN	767131
UPFE	467133	ARMN	767133
UPFE	467136	ARMN	767136
UPFE	467137	ARMN	767137
UPFE	467143	ARMN	767143
UPFE	467149	ARMN	767149
UPFE	467151	ARMN	767151
UPFE	467156	ARMN	767156
UPFE	467157	ARMN	767157
UPFE	468014	ARMN	768014
UPFE	468023	ARMN	768023
UPFE	468035	ARMN	768035

SCHEDULE 1

DESCRIPTION OF UNITS

Previous Car Mark	Previous Car #	New Car Mark	New Car #
UPFE	468060	ARMN	768060
UPFE	468062	ARMN	768062
UPFE	468071	ARMN	768071
UPFE	468083	ARMN	768083
UPFE	468092	ARMN	768092
UPFE	468129	ARMN	768129
UPFE	468134	ARMN	768134
UPFE	468139	ARMN	768139
UPFE	468142	ARMN	768142
UPFE	468146	ARMN	768146
UPFE	468154	ARMN	768154
UPFE	468161	ARMN	768161
UPFE	468162	ARMN	768162
UPFE	468163	ARMN	768163
UPFE	468187	ARMN	768187
UPFE	468204	ARMN	768204
UPFE	468212	ARMN	768212
UPFE	468219	ARMN	768219
UPFE	468222	ARMN	768222
UPFE	468251	ARMN	768251
UPFE	468255	ARMN	768255
UPFE	468271	ARMN	768271

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

1/10/04



\_\_\_\_\_  
Robert W. Alvord