



RECORDATION NO. 23044-D FILED

MAR 30 '12 -3 02 PM

**SURFACE TRANSPORTATION BOARD**

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March 30, 2012

**VIA E-FILING**

Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423  
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

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 Memorandum of Assignment and Assumption Agreement, dated as of March 30, 2012 (the "Assignment") between Mitsui Rail Capital, LLC ("MRC"), as assignor, and Citicorp Railmark, Inc., as assignee, which Assignment is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Assignment relates to that certain Lease Agreement dated as of January 11, 2000 between Mitsui Rail Capital, LLC, as successor in interest to Greenbrier Leasing Corporation, as lessor, and Kansas City Southern de Mexico, S.A. de C.V. (formerly known as TFM, S.A. de C.V.), a Mexican corporation, as lessee (the "Lease"). A Memorandum of the Lease dated as of January 11, 2000 was duly filed with the STB on August 14, 2000 and assigned recordation number 23044.

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

Assignor: Mitsui Rail Capital, LLC  
71 S. Wacker Drive, Suite 1800  
Chicago, IL 60606

Assignee: Citicorp Railmark, Inc.  
390 Greenwich St., 1st Floor  
New York, NY 10013

A description of the railroad equipment covered by the enclosed Assignment is as follows: 181 60 ft. 10-inch Plate F 110-ton Boxcars within the series AOK 19002 through AOK 19299 (not inclusive), as further described on Schedule 1 to the Assignment.

The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Assignment 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

Memorandum of Assignment and Assumption Agreement, dated as of March 30, 2012, between Mitsui Rail Capital, LLC and Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Lease Agreement dated as of January 11, 2000 between Mitsui Rail Capital, LLC, as successor in interest to Greenbrier Leasing Corporation, as lessor, and Kansas City Southern de Mexico, S.A. de C.V. (formerly known as TFM, S.A. de C.V.), a Mexican corporation, as lessee (the "Lease"). A Memorandum of the Lease dated as of January 11, 2000 was duly filed with the STB on August 14, 2000 and assigned recordation number 23044.

Memorandum of Assignment and Assumption Agreement dated as of February 28, 2001 between Greenbrier Leasing Corporation and MRC Rail Services, LLC, which was duly filed with STB on March 2, 2001 and assigned recordation number 23044-A.

Very truly yours,

DLA Piper LLP (US)

  
Susan G. Lichtenfeld

Enclosure

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## SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement (this "Memorandum") is made and entered into as of March 30, 2012 between MITSUI RAIL CAPITAL, LLC, a Delaware limited liability company ("Assignor"), and CITICORP RAILMARK, INC., a Delaware corporation ("Assignee").

## WITNESSETH:

1. Assignor, as lessor, leased to KANSAS CITY SOUTHERN DE MEXICO, S.A. DE C.V. ("Lessee") 181 boxcars (the "Cars"), marked and numbered within the series AOK 19002 through AOK 19299, non-inclusive, as set forth on Schedule 1 hereto, pursuant to that certain Lease Agreement dated as of January 11, 2000 between Mitsui Rail Capital, LLC, successor in interest to Greenbrier Leasing Corporation, and Kansas City Southern de Mexico, S.A. de C.V., formerly known as TFM, S.A. de C.V. (the "Lease Agreement") and (ii) Rider No. 4 dated June 30, 2010 between Mitsui Rail Capital, LLC, successor in interest to Greenbrier Leasing Corporation, and Kansas City Southern de Mexico, S.A. de C.V., formerly known as TFM, S.A. de C.V., as amended by Amendment No. 1, dated as of August 25, 2011 to Rider No. 4 dated June 30, 2010 under Lease Agreement dated January 11, 2000 between Mitsui Rail Capital, LLC (as successor in interest to Greenbrier Leasing Corporation), and Kansas City Southern de Mexico, S.A. de C.V. (formerly known as TFM, S.A. de C.V.) ("Rider 4", and together with the Lease Agreement, the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease, on the terms set forth in the Assignment and Assumption Agreement dated as of the date hereof between Assignor and Assignee, and the Cars.
3. This Memorandum may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument. This Memorandum may be executed by a party and delivered to the other party by facsimile or other electronic transmission, and such signature shall have the same force and effect as an original signature on such document.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

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

**MITSUI RAIL CAPITAL, LLC**

By:   
Name: John O'Bryan  
Title: President

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

**CITICORP RAILMARK, INC.**

By: \_\_\_\_\_  
Name: Thomas M. Pawlicki  
Title: Senior Vice President

**IN WITNESS WHEREOF**, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

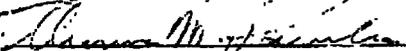
I certify that I hold the title set forth below, that this instrument was signed on behalf of Assignor with due authority and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Assignor. I further declare under penalty of perjury that the foregoing is true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

**mitsui rail capital, llc**

By: \_\_\_\_\_  
Name: John O'Bryan  
Title: President

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

**CITICORP RAILMARK, INC.**

By:   
Name: Thomas M. Pawlicki  
Title: Senior Vice President

**SCHEDULE 1**  
**TO THE**  
**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

One hundred eighty-one (181) 60-foot 10-inch Plate F, 100-ton Boxcars with 9-foot 7-inch interior width, double 8-foot sliding doors and smooth floors, 286K GRL, bearing the following road marks and numbers:

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	AOK	19002	34	AOK	19076	67	AOK	19132
2	AOK	19003	35	AOK	19077	68	AOK	19133
3	AOK	19009	36	AOK	19079	69	AOK	19136
4	AOK	19013	37	AOK	19081	70	AOK	19138
5	AOK	19014	38	AOK	19083	71	AOK	19139
6	AOK	19016	39	AOK	19086	72	AOK	19140
7	AOK	19020	40	AOK	19087	73	AOK	19141
8	AOK	19022	41	AOK	19088	74	AOK	19143
9	AOK	19024	42	AOK	19089	75	AOK	19145
10	AOK	19025	43	AOK	19093	76	AOK	19146
11	AOK	19027	44	AOK	19096	77	AOK	19147
12	AOK	19029	45	AOK	19097	78	AOK	19149
13	AOK	19030	46	AOK	19100	79	AOK	19151
14	AOK	19032	47	AOK	19102	80	AOK	19153
15	AOK	19034	48	AOK	19103	81	AOK	19155
16	AOK	19035	49	AOK	19105	82	AOK	19156
17	AOK	19036	50	AOK	19106	83	AOK	19157
18	AOK	19038	51	AOK	19107	84	AOK	19158
19	AOK	19039	52	AOK	19108	85	AOK	19159
20	AOK	19040	53	AOK	19110	86	AOK	19160
21	AOK	19043	54	AOK	19114	87	AOK	19163
22	AOK	19044	55	AOK	19116	88	AOK	19165
23	AOK	19047	56	AOK	19117	89	AOK	19166
24	AOK	19049	57	AOK	19118	90	AOK	19167
25	AOK	19051	58	AOK	19120	91	AOK	19169
26	AOK	19052	59	AOK	19121	92	AOK	19171
27	AOK	19053	60	AOK	19122	93	AOK	19176
28	AOK	19056	61	AOK	19123	94	AOK	19177
29	AOK	19063	62	AOK	19124	95	AOK	19178
30	AOK	19067	63	AOK	19126	96	AOK	19181
31	AOK	19070	64	AOK	19128	97	AOK	19183
32	AOK	19072	65	AOK	19129	98	AOK	19184
33	AOK	19073	66	AOK	19130	99	AOK	19186

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
100	AOK	19187	140	AOK	19241	180	AOK	19298
101	AOK	19188	141	AOK	19244	181	AOK	19299
102	AOK	19189	142	AOK	19245			
103	AOK	19190	143	AOK	19246			
104	AOK	19192	144	AOK	19248			
105	AOK	19193	145	AOK	19249			
106	AOK	19195	146	AOK	19251			
107	AOK	19197	147	AOK	19252			
108	AOK	19200	148	AOK	19255			
109	AOK	19201	149	AOK	19258			
110	AOK	19202	150	AOK	19259			
111	AOK	19203	151	AOK	19260			
112	AOK	19204	152	AOK	19261			
113	AOK	19205	153	AOK	19262			
114	AOK	19206	154	AOK	19263			
115	AOK	19207	155	AOK	19264			
116	AOK	19208	156	AOK	19268			
117	AOK	19209	157	AOK	19269			
118	AOK	19211	158	AOK	19270			
119	AOK	19212	159	AOK	19271			
120	AOK	19214	160	AOK	19273			
121	AOK	19215	161	AOK	19274			
122	AOK	19217	162	AOK	19275			
123	AOK	19218	163	AOK	19276			
124	AOK	19219	164	AOK	19277			
125	AOK	19222	165	AOK	19278			
126	AOK	19223	166	AOK	19279			
127	AOK	19224	167	AOK	19280			
128	AOK	19225	168	AOK	19281			
129	AOK	19226	169	AOK	19282			
130	AOK	19228	170	AOK	19283			
131	AOK	19229	171	AOK	19284			
132	AOK	19231	172	AOK	19285			
133	AOK	19232	173	AOK	19287			
134	AOK	19233	174	AOK	19288			
135	AOK	19234	175	AOK	19290			
136	AOK	19236	176	AOK	19291			
137	AOK	19237	177	AOK	19292			
138	AOK	19239	178	AOK	19295			
139	AOK	19240	179	AOK	19296			