



RECORDATION NO. 18674-P
FILED November 14, 2012 12:15 PM
SURFACE TRANSPORTATION BOARD

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November 14, 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 Bill of Sale, Assignment of Lease and Full Release and Termination dated as of November 13, 2012 (the "Termination") between U.S. Bank National Association, as successor-in-interest to State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity but solely as Indenture Trustee ("Indenture Trustee"), and U.S. Bank National Association, as successor-in-interest to Shawmut Bank Connecticut, National Association, not in its individual capacity but solely as Owner Trustee ("Owner Trustee"), which Termination is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Termination relates to the Trust Indenture and Security Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 and related documents previously filed with the Interstate Commerce Commission (predecessor to the STB) and the STB under Recordation Number 18674.

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

Indenture Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, CT 06103

Owner Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, CT 06103



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A description of the railroad equipment covered by the enclosed Termination is described on Schedule 1 to the Termination as follows: 97 Maxi-Stack Stack III Double Stack Container Cars marked (all inclusive):

SP 513900 through SP 513907

SP 513909 through SP 513937

SP 513939 through SP 513994

SP 513996 through SP 513999

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

Kindly return a file-stamped copy of the Termination 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

Bill of Sale, Assignment of Lease and Full Release and Termination dated as of November 13, 2012 between U.S. Bank National Association, as successor-in-interest to State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity but solely as Indenture Trustee, and U.S. Bank National Association, as successor-in-interest to Shawmut Bank Connecticut, National Association, not in its individual capacity but solely as Owner Trustee.

Documents to Which the Secondary Document Relates

Trust Indenture and Security Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 between Shawmut Bank Connecticut, National Association, as original owner trustee, and State Street Bank and Trust Company of Connecticut, as original indenture trustee, as supplemented, which Trust Indenture Agreement was filed with the Interstate Commerce Commission on January 28, 1994 and assigned recordation number 18674-A, and which supplements thereto were filed with the Interstate Commerce Commission on January 28, 1994 and April 14, 1994, respectfully, and assigned recordation numbers 18674-C and 18674-G, respectfully, and related documents filed with the Interstate Commerce Commission and the Surface Transportation Board under recordation number 18674, including those listed below.

Equipment Lease Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 between the Shawmut Bank Connecticut, National Association, as original owner trustee, as lessor, and Southern Pacific Transportation Company, as lessee, as supplemented, which Lease Agreement was filed with the Interstate Commerce Commission on January 28, 1994 and assigned recordation number 18674, and which



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supplements thereto were filed with the Interstate Commerce Commission on January 28, 1994 and April 14, 1994, respectfully, and assigned recordation numbers 18674-B and 18674-F, respectfully.

Thank you for your attention to this request.

Very truly yours,

DLA Piper LLP (US)

A handwritten signature in blue ink, appearing to read 'Susan G. Lichtenfeld', written over the typed name.

Susan G. Lichtenfeld

Enclosure

RECORDATION NO. 18674-P
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SURFACE TRANSPORTATION BOARD

**BILL OF SALE, ASSIGNMENT OF LEASE
AND FULL RELEASE AND TERMINATION**

U.S. Bank National Association, as successor-in-interest to Shawmut Bank Connecticut, National Association, not in its individual capacity except as otherwise provided, but solely as owner trustee, is the successor owner trustee ("Owner Trustee") under that certain Trust Indenture and Security Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 ("Trust Indenture Agreement") between Shawmut Bank Connecticut, National Association, as original owner trustee, and State Street Bank and Trust Company of Connecticut, as original indenture trustee (the "Original Indenture Trustee"), to which U.S. Bank, National Association is the successor indenture trustee (the "Indenture Trustee"), which Trust Indenture Agreement was filed with the Interstate Commerce Commission on January 28, 1994 and assigned recordation number 18674-A.

Owner Trustee is the successor lessor under that certain Equipment Lease Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 ("Lease Agreement") between the Original Owner Trustee, as lessor, and Southern Pacific Transportation Company, as lessee, which Lease Agreement was filed with the Interstate Commerce Commission on January 28, 1994 and assigned recordation number 18674.

Owner Trustee is the successor trustee under that certain Trust Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994 (the "Trust Agreement") between the Original Owner Trustee, as trustee, and PMCC Leasing Corporation, as owner participant (the "Original Owner Participant").

The Trust Indenture Agreement was supplemented by Trust Indenture Supplement No. 1 (SPTC Trust No. 1994-1) dated January 28, 1994 ("Trust Indenture Supplement 1") and by Trust Indenture Supplement No. 2 (SPTC Trust No. 1994-1) dated April 14, 1994 ("Trust Indenture Supplement 2"), which Trust Indenture Supplement 1 was filed with the Interstate Commerce Commission on January 28, 1994 and assigned recordation number 18674-C and which Trust Indenture Supplement 2 was filed with the Interstate Commerce Commission on April 14, 1994 and assigned recordation number 18674-G (the Trust Indenture Agreement as supplemented by Trust Indenture Supplement 1 and Trust Indenture Supplement 2 is hereinafter referred to as the "Trust Indenture").

The Lease Agreement was supplemented by Lease Supplement (SPTC Trust No. 1994-1) No. 1 dated January 28, 1994 ("Lease Supplement 1") and by Lease Supplement (SPTC Trust No. 1994-1) No. 2 dated April 14, 1994 ("Lease Supplement 2"), which Lease Supplement 1 was filed with the Interstate Commerce Commission on January 28, 1994 and assigned recordation number 18674-B and which Lease Supplement 2 was filed with the Interstate Commerce Commission on April 14, 1994 and assigned recordation number 18674-F (the Lease Agreement as supplemented by Lease Supplement 1 and Lease Supplement 2 is hereinafter referred to as the "Lease").

The Original Owner Participant transferred to Citicorp Railmark, Inc. ("Assignee"), under that certain Beneficial Interest Transfer Agreement (SPTC Trust No. 1994-1) dated

as of February 15, 2008, all of the Original Owner Participant's right, title and interest in, to and under the Trust Agreement and the Trust Estate created thereunder, and all of the Original Owner Participant's rights and obligations under the Participation Agreement (SPTC Trust No. 1994-1) dated as of January 15, 1994, as amended, among the Lessee, the Owner Trustee, the Indenture Trustee, and the other parties thereto, and the other Operative Documents (as defined in the Participation Agreement).

The debt obligations created under the leveraged lease financing to which the above described documents relate have been paid in full.

The Indenture Trustee hereby terminates, releases and discharges its security interest in the Indenture Estate (as defined in the Trust Indenture), including without limitation its security interest in the equipment described on Schedule 1 hereto (the "Equipment") and the Lease, and terminates the Trust Indenture.

The Owner Trustee hereby grants, bargains, sells, transfers, conveys, assigns and releases to Assignee and its successors and assigns all right, title and interest of Owner Trustee in and to the Equipment and all accessories, additions, improvements and replacements therein, "AS IS, WHERE IS" AND WITHOUT RECOURSE OR ANY REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, AS TO THE TITLE, MERCHANTABILITY, COMPLIANCE WITH SPECIFICATIONS, QUALITY, CONSTRUCTION, PERFORMANCE, CONDITION, DESIGN, OPERATION, FREEDOM FROM PATENT OR TRADEMARK INFRINGEMENT, ABSENCE OF LATENT DEFECTS OR FITNESS FOR USE OF THE EQUIPMENT OR ANY PART THEREOF, other than a warranty against any liens of the Owner Trustee on the Equipment. The Owner Trustee confirms and acknowledges that the Trust Agreement and the trust created thereby are hereby terminated and are of no further force or effect other than such terms therein as survive any termination of the Trust Agreement.

The Owner Trustee hereby assigns, transfers and conveys to Assignee all of the Owner Trustee's right, title and interest in, to and under the Lease, without representation or warranty of any kind whatsoever, whether written, oral, express or implied.

Owner Trustee is entering into this Bill of Sale, Assignment of Lease and Full Release and Termination at the direction of, and solely as trustee for, Owner Participant (as defined in the Trust Agreement) under the Trust Agreement, and not in its individual capacity, and in no case shall Owner Trustee be personally liable on or for any loss, claim or payment in respect of any of the statements, representations, warranties, agreements or obligations of Owner Trustee hereunder.

The parties agree to record this Bill of Sale, Assignment of Lease and Full Release and Termination with the Surface Transportation Board (successor to the Interstate Commerce Commission) to release any lien against the Indenture Estate, including without limitation the Equipment, created by or arising out of the Trust Agreement.

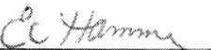
This Bill of Sale, Assignment of Lease and Full Release and Termination may be (i) executed by the parties hereto in any number of counterparts, and all of such counterparts together shall constitute one and the same instrument, and (ii) delivered by facsimile or other electronic transmission, and such signature shall have the same force and effect as an original signature on such document.

IN WITNESS WHEREOF, the Indenture Trustee and the Owner Trustee have caused this Bill of Sale, Assignment of Lease and Full Release and Termination to be executed as of the 13th day of November, 2012.

U.S. BANK NATIONAL ASSOCIATION,
as successor-in-interest to State Street Bank
and Trust Company of Connecticut, N.A.,
not in its individual capacity but solely as
Indenture Trustee

By: 
Name: Elizabeth C. Hammer
Title: Vice President

U.S. BANK NATIONAL ASSOCIATION,
as successor-in-interest to Shawmut Bank
Connecticut, National Association, not in its
individual capacity but solely as Owner
Trustee

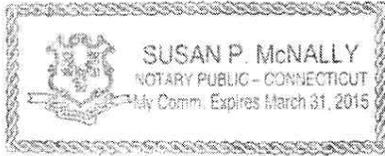
By: 
Name: Elizabeth C. Hammer
Title: Vice President

State of Connecticut)
) ss:
County of Hartford)

On the 13th day of November, 2012, before me personally appeared Elizabeth C. Hammer to me known, who being by me duly sworn, says that (s)he is a Vice President of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan P. McNally Notary Public

[Notarial Seal]
My commission expires:



State of Connecticut)
) ss:
County of Hartford)

On the 13th day of November, 2012, before me personally appeared Elizabeth C. Hammer to me known, who being by me duly sworn, says that (s)he is a Vice President of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan P. McNally Notary Public

[Notarial Seal]
My commission expires:



SCHEDULE 1

EQUIPMENT

97 Maxi-Stack III Double Stack Container Cars marked as follows (all inclusive):

SP 513900 through SP 513907

SP 513909 through SP 513937

SP 513939 through SP 513994

SP 513996 through SP 513999

For clarity, 100 Maxi-Stack III Double Stack Container Cars marked SP 513900 through SP 513999 (both inclusive) were original subject to the Lease and related documents, of which the following three cars were previously casualtyed:

SP 513908; see Lease Termination, Release of Lien and Bill of Sale dated as of July 2, 2008 among U.S. Bank National Association, as successor Owner Trustee and lessor, U.S. Bank National Association, as successor Indenture Trustee, and Union Pacific Railroad Company, as successor lessee, which was filed with the Surface Transportation Board on October 27, 2008 and assigned recordation number 18674-O.

SP 513938; see Lease Termination, Release of Lien and Bill of Sale dated as of January 2, 2008 among U.S. Bank National Association, as successor Owner Trustee and lessor, U.S. Bank National Association, as successor Indenture Trustee, and Union Pacific Railroad Company, as successor lessee, which was filed with the Surface Transportation Board on July 16, 2008 and assigned recordation number 18674-N.

SP 513995; see Bill of Sale dated as of November 21, 1996 from Fleet National Bank, as successor Owner Trustee, to Southern Pacific Transportation Company, as lessee, which was filed with the Interstate Commerce Commission on June 11, 2003 and assigned recordation number 18674-K, and the Lease Termination and Release of Lien dated as of November 21, 1996 among U.S. Bank National Association, as successor Owner Trustee and lessor, U.S. Bank National Association, as successor Indenture Trustee, and Union Pacific Railroad Company, as successor lessee, which was filed with the Surface Transportation Board on August 5, 2003 and assigned recordation number 18674-L.