



RECORDATION NO. 24559-B
FILED June 05, 2013 05:07 PM
SURFACE TRANSPORTATION BOARD

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June 5, 2013

VIA E-FILING

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

Dear Section Chief:

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 Notice of Assignment of Lease dated as of May 31, 2013 (the "Notice") by Citicorp Railmark, Inc., which Notice is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Notice relates to the Railcar Lease Agreement (the "Lease"), dated as of August 6, 2003 between Compass Rail V Corporation, as lessor, and Bayer Polymers LLC and Bayer Corporation, jointly as lessee, and the related documents previously filed with the STB under Recordation Number 24559. Citicorp Railmark, Inc. was the successor lessor under the Lease and related documents. As described in the Notice, Citicorp Railmark, Inc., as transferor, assigned its right, title and interest in the Lease and related documents to Ineos ABS (USA) Corporation, as transferee.

The name and address of the party to the enclosed Notice is:

Transferor: Citicorp Railmark, Inc.
390 Greenwich Street, 1st Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed Notice is as follows: the 65 covered hopper cars identified on Schedule 1 to the Notice.

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



Section Chief
June 5, 2013
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Kindly return a file-stamped copy of the Notice 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

Notice of Assignment of Lease dated as of May 31, 2013 by Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Memorandum of Lease dated as of August 6, 2003 between Compass Rail V Corporation, as lessor, and Bayer Polymers LLC and Bayer Corporation, jointly as lessee, which Memorandum of Lease was filed with the STB on August 18, 2003 under recordation number 24559.

Memorandum of Assignment of Lease dated as of November 21, 2003 between Compass Rail V Corporation, as transferor, and Citicorp Railmark, Inc., as transferee, which Memorandum of Assignment of Lease was filed with the STB on November 24, 2003 under recordation number 24559-A.

Thank you for your attention to this request.

Very truly yours,

DLA Piper LLP (US)


Susan G. Lichtenfeld

Enclosure

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NOTICE OF ASSIGNMENT OF LEASE

THIS NOTICE OF ASSIGNMENT OF LEASE, dated as of May 31, 2013, is made by CITICORP RAILMARK, INC., a Delaware corporation (the "Transferor")

Transferor and Ineos ABS (USA) Corporation, a Delaware corporation (the "Transferee" and, together with the Transferor, the "Parties") entered into that certain letter agreement (the "Agreement") dated May 17, 2013 relating to the sale by Transferor to Transferee of sixty five (65) covered hopper cars identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the document set forth on Schedule 2 (the "Lease Documents").

The Equipment is subject to the Lease Documents.

A Memorandum of Lease dated as of August 6, 2003 between Compass Rail V Corporation, as lessor, and Bayer Polymers LLC and Bayer Corporation, jointly as lessee, which Memorandum of Lease was filed with the STB on August 18, 2003 and assigned recordation number 24559.

A Memorandum of Assignment of Lease dated as of November 21, 2003 between Compass Rail V Corporation, as transferor, and Citicorp Railmark, Inc., as transferee, which Memorandum of Assignment of Lease was filed with the STB on November 24, 2003 and assigned recordation number 24559-A

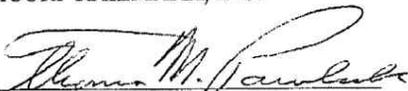
Transferor wishes to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease Documents to Transferee, and accordingly Transferor has caused this Notice of Assignment of Lease to be executed by its duly authorized officer, as of the date first above written.

Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease Documents in accordance with the terms and conditions of the Agreement, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Notice of Assignment of Lease to be executed by its duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor 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 the Transferor. 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 NOTICE OF ASSIGNMENT OF LEASE

EQUIPMENT

Sixty five (65) covered hopper cars bearing the following road marks and numbers:

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
LUPX	1095	LUPX	1117	LUPX	1139
LUPX	1096	LUPX	1118	LUPX	1140
LUPX	1097	LUPX	1119	LUPX	1141
LUPX	1098	LUPX	1120	LUPX	1142
LUPX	1099	LUPX	1121	LUPX	1143
LUPX	1100	LUPX	1122	LUPX	1144
LUPX	1101	LUPX	1123	LUPX	1145
LUPX	1102	LUPX	1124	LUPX	1146
LUPX	1103	LUPX	1125	LUPX	1147
LUPX	1104	LUPX	1126	LUPX	1148
LUPX	1105	LUPX	1127	LUPX	1150
LUPX	1106	LUPX	1128	LUPX	1151
LUPX	1107	LUPX	1129	LUPX	1152
LUPX	1108	LUPX	1130	LUPX	1153
LUPX	1109	LUPX	1131	LUPX	1154
LUPX	1110	LUPX	1132	LUPX	1155
LUPX	1111	LUPX	1133	LUPX	1156
LUPX	1112	LUPX	1134	LUPX	1157
LUPX	1113	LUPX	1135	LUPX	1158
LUPX	1114	LUPX	1136	LUPX	1159
LUPX	1115	LUPX	1137	LUPX	1160
LUPX	1116	LUPX	1138		

The following covered hopper car was originally subject to the Lease Documents but was previously casualtyed:

Old Car Mark	Old Car Number
BALX	1149

SCHEDULE 2
TO THE NOTICE OF ASSIGNMENT OF LEASE

LEASE DOCUMENTS

1. Railcar Lease Agreement (the "Railcar Lease") dated as of August 6, 2003 between Compass Rail V Corporation, as lessor, and Bayer Polymers LLC and Bayer Corporation, jointly as lessee.
2. Memorandum of Lease dated as of August 6, 2003 between Compass Rail V Corporation, as lessor, and Bayer Polymers LLC and Bayer Corporation, jointly as lessee, which Memorandum of Lease was filed with the STB on August 18, 2003 and assigned recordation number 24559.
3. Memorandum of Assignment of Lease dated as of November 21, 2003 between Compass Rail V Corporation, as transferor, and Citicorp Railmark, Inc., as transferee, which Memorandum of Assignment of Lease was filed with the STB on November 24, 2003 and assigned recordation number 24559-A.
4. Assignment and Assumption Agreement (2003 Lease) effective as of January 1, 2005 among Bayer MaterialScience LLC (formerly Bayer Polymers LLC), Bayer Corporation, collectively as assignor, Lanxess Corporation, as assignee, and Citicorp Railmark, Inc., as lessor.
5. Any and all subleases of the cars subject to the 2003 Lease by Lanxess Corporation, as sublessor.