



RECORDATION NO. 23913-C  
FILED June 05, 2013 05:03 PM  
SURFACE TRANSPORTATION BOARD

**DLA Piper LLP (US)**  
203 North LaSalle Street, Suite 1900  
Chicago, Illinois 60601-1293  
T 312.368.4000  
F 312.236.7516  
W [www.dlapiper.com](http://www.dlapiper.com)

SUSAN G. LICHTENFELD  
[susan.lichtenfeld@dlapiper.com](mailto:susan.lichtenfeld@dlapiper.com)  
Direct Phone: 312-368-2125  
Direct Fax: 312-630-6338

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 March 20, 2002 between Compass Rail V Corporation, as lessor, and Bayer Corporation, as lessee, as amended, and the related documents previously filed with the STB under Recordation Number 23913. Citicorp Railmark, Inc. was the successor lessor under the Lease, as amended, and related documents. As described in the Notice, Citicorp Railmark, Inc., as transferor, assigned its right, title and interest in the Lease, as amended, 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 232 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  
Page 2

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

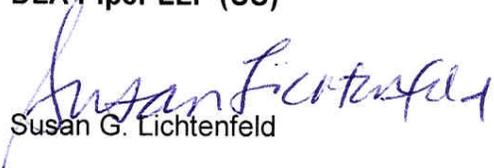
Memorandum of Lease dated as of March 20, 2002 between Compass Rail V Corporation, as lessor, and Bayer Corporation, as lessee, which Memorandum of Lease was filed with the STB on March 22, 2002 under recordation number 23913.

Memorandum of Assignment of Lease dated as of June 21, 2002 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 June 26, 2002 under recordation number 23913-B.

Thank you for your attention to this request.

Very truly yours,

**DLA Piper LLP (US)**

  
Susan G. Lichtenfeld

Enclosure

RECORDATION NO. 23913-C  
FILED June 05, 2013 05:03 PM  
SURFACE TRANSPORTATION BOARD

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 two hundred thirty two (232) 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 March 20, 2002 between Compass Rail V Corporation, as lessor, and Bayer Corporation, as lessee, which Memorandum of Lease was filed with the STB on March 22, 2002 and assigned recordation number 23913.

A Memorandum of Assignment of Lease dated as of June 21, 2002 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 June 26, 2002 and assigned recordation number 23913-B.

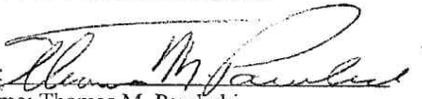
Transferor wishes to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease Documents to Transferee, and accordingly Transferor has caused this Notice of Assignment of Lease to be executed by its duly authorized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

Two hundred thirty two (232) covered hopper cars bearing the following road marks and numbers:

<b>Car Mark</b>	<b>Car Number</b>	<b>Car Mark</b>	<b>Car Number</b>	<b>Car Mark</b>	<b>Car Number</b>
LUPX	15331	LUPX	60606	LUPX	60648
LUPX	15332	LUPX	60607	LUPX	60649
LUPX	15344	LUPX	60608	LUPX	60650
LUPX	15346	LUPX	60609	LUPX	60651
LUPX	15348	LUPX	60610	LUPX	60652
LUPX	15349	LUPX	60612	LUPX	60653
LUPX	15354	LUPX	60613	LUPX	60654
LUPX	15360	LUPX	60614	LUPX	60655
LUPX	60573	LUPX	60615	LUPX	60656
LUPX	60574	LUPX	60616	LUPX	60657
LUPX	60575	LUPX	60617	LUPX	60658
LUPX	60576	LUPX	60618	LUPX	60659
LUPX	60577	LUPX	60619	LUPX	60660
LUPX	60578	LUPX	60620	LUPX	60661
LUPX	60579	LUPX	60621	LUPX	60662
LUPX	60580	LUPX	60622	LUPX	60663
LUPX	60581	LUPX	60623	LUPX	60664
LUPX	60582	LUPX	60624	LUPX	60665
LUPX	60583	LUPX	60625	LUPX	60666
LUPX	60584	LUPX	60626	LUPX	60667
LUPX	60585	LUPX	60627	LUPX	60668
LUPX	60586	LUPX	60628	LUPX	60669
LUPX	60587	LUPX	60629	LUPX	60670
LUPX	60588	LUPX	60630	LUPX	60671
LUPX	60589	LUPX	60631	LUPX	60672
LUPX	60590	LUPX	60632	LUPX	60673
LUPX	60591	LUPX	60633	LUPX	60674
LUPX	60592	LUPX	60634	LUPX	60675
LUPX	60593	LUPX	60635	LUPX	60676
LUPX	60594	LUPX	60636	LUPX	60677
LUPX	60595	LUPX	60637	LUPX	60678
LUPX	60596	LUPX	60638	LUPX	60679
LUPX	60597	LUPX	60639	LUPX	60680
LUPX	60598	LUPX	60640	LUPX	60681
LUPX	60599	LUPX	60641	LUPX	60682
LUPX	60600	LUPX	60642	LUPX	60683
LUPX	60601	LUPX	60643	LUPX	60684
LUPX	60602	LUPX	60644	LUPX	60685
LUPX	60603	LUPX	60645	LUPX	60686
LUPX	60604	LUPX	60646	LUPX	60687
LUPX	60605	LUPX	60647	LUPX	60688

Car Mark	Car Number	Car Mark	Car Number	Car Mark	Car Number
LUPX	60689	LUPX	60727	LUPX	60765
LUPX	60690	LUPX	60728	LUPX	60766
LUPX	60692	LUPX	60729	LUPX	60767
LUPX	60693	LUPX	60730	LUPX	60768
LUPX	60694	LUPX	60731	LUPX	60769
LUPX	60695	LUPX	60732	LUPX	60770
LUPX	60696	LUPX	60733	LUPX	60771
LUPX	60697	LUPX	60734	LUPX	60772
LUPX	60698	LUPX	60735	LUPX	60773
LUPX	60699	LUPX	60736	LUPX	60774
LUPX	60700	LUPX	60737	LUPX	60775
LUPX	60701	LUPX	60738	LUPX	60776
LUPX	60702	LUPX	60739	LUPX	60777
LUPX	60703	LUPX	60740	LUPX	60778
LUPX	60704	LUPX	60741	LUPX	60779
LUPX	60705	LUPX	60742	LUPX	60780
LUPX	60706	LUPX	60743	LUPX	60781
LUPX	60707	LUPX	60744	LUPX	60782
LUPX	60708	LUPX	60745	LUPX	60783
LUPX	60709	LUPX	60746	LUPX	60784
LUPX	60710	LUPX	60747	LUPX	60785
LUPX	60711	LUPX	60748	LUPX	60787
LUPX	60712	LUPX	60749	LUPX	60788
LUPX	60713	LUPX	60750	LUPX	60789
LUPX	60714	LUPX	60751	LUPX	60790
LUPX	60715	LUPX	60752	LUPX	60791
LUPX	60716	LUPX	60753	LUPX	60792
LUPX	60717	LUPX	60754	LUPX	60793
LUPX	60718	LUPX	60755	LUPX	60794
LUPX	60719	LUPX	60756	LUPX	60795
LUPX	60720	LUPX	60757	LUPX	60796
LUPX	60721	LUPX	60758	LUPX	60797
LUPX	60722	LUPX	60759	LUPX	60798
LUPX	60723	LUPX	60760	LUPX	60799
LUPX	60724	LUPX	60762	LUPX	60803
LUPX	60725	LUPX	60763		
LUPX	60726	LUPX	60764		

The following three (3) covered hopper cars were originally subject to the Lease Documents but were previously casualty:

1st Old Car Mark	1st Old Car Number	2nd Old Car Mark	2nd Old Car Number
RAIX	60611	BALX	60611
RAIX	60691	BALX	60691
RAIX	60761	BALX	60761

**SCHEDULE 2**  
**TO THE NOTICE OF ASSIGNMENT OF LEASE**

**LEASE DOCUMENTS**

1. Railcar Lease Agreement (the "Railcar Lease") dated as of March 20, 2002 between Compass Rail V Corporation, as lessor, and Bayer Corporation, as lessee.
2. Amendment No. 1 to Railcar Lease ("Amendment No. 1"), dated as of June 21, 2002 between Compass Rail V Corporation, as lessor, and Bayer Corporation, as lessee.
3. Memorandum of Lease dated as of March 20, 2002 between Compass Rail V Corporation, as lessor, and Bayer Corporation, as lessee, which Memorandum of Lease was filed with the STB on March 22, 2002 and assigned recordation number 23913.
4. Memorandum of Assignment of Lease dated as of June 21, 2002 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 June 26, 2002 and assigned recordation number 23913-B.
5. Assignment and Assumption Agreement (2002 Lease) effective as of January 1, 2005 among Bayer Corporation, as assignor, Lanxess Corporation, as assignee, and Citicorp Railmark, Inc., as lessor.
6. Any and all subleases of the cars subject to the 2002 Lease by Lanxess Corporation, as sublessor.