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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

December 30, 2013

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of December 30, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Number 26440.

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

Transferor: John Hancock Leasing Corporation (as  
successor in interest to ATEL Leasing  
Corporation)  
197 Clarendon Street  
Boston, MA 02117

Transferee: Genesis Capital Corporation  
22372 Rosebriar  
Mission Viejo, CA 92692

Chief, Section of Administration  
December 30, 2013  
Page 2

A description of the railroad equipment covered by the enclosed document is:

138 refrigerated box cars within the series ARMN 764027 – ARMN 768011 as set forth in the attachment to the document.

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

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$44.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

(Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE**

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of this 30<sup>th</sup> day of December 2013, is made by JOHN HANCOCK LEASING CORPORATION, a Delaware corporation, with an address at 197 Clarendon Street, Boston, Ma 02117 ("Transferor"), and **GENESIS CAPITAL CORPORATION**, a California corporation, with an address at 22372 Rosebriar, Mission Viejo, CA 92692 ("Transferee" and, together with Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement"), dated as of December 20, 2013, relating to the sale by Transferor to Transferee of 138 refrigerated box cars as 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, that certain Base Term Rider No. 4, dated as of December 29, 2006, between Transferor, as successor in interest to ATEL Leasing Corporation, as trustee, and Union Pacific Railroad Company, and that certain Confirmation of Lease Renewal, dated as of December 20, 2013, between Transferor and Union Pacific Railroad Company (such rider, incorporating a certain master lease, together with such confirmation the "Lease"); Transferor is causing the Lease to be assigned and transferred to Transferee and Transferee desires to accept such assignment;

WHEREAS, the Equipment is subject to the Lease.

WHEREAS, the Parties wish 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 to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument 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 in accordance with the terms and conditions of the Purchase Agreement, and Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHN HANCOCK LEASING  
CORPORATION

By:   
Name: John M. Butler  
Title: President

GENESIS CAPITAL CORPORATION

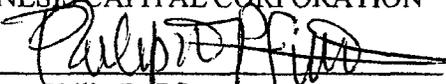
By: \_\_\_\_\_  
Name: Philip D. Pfirrmann  
Title: President

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHN HANCOCK LEASING  
CORPORATION

By: \_\_\_\_\_  
Name: John M. Butler  
Title: President

GENESIS CAPITAL CORPORATION

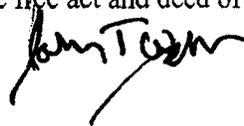
By:  \_\_\_\_\_  
Name: Philip D. Pfirrmann  
Title: President

STATE OF Massachusetts

COUNTY OF Suffolk, ss:

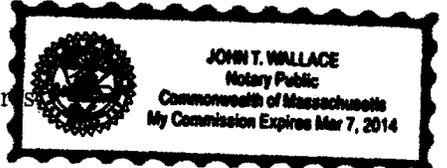
On this 30<sup>th</sup> day of December, 2013, before me personally appeared John M. Butler, to me personally known, who being by me duly sworn, says he is the President of JOHN HANCOCK LEASING CORPORATION, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]



Notary Public

My Commission Expires



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

CIVIL CODE § 1189

State of California

County of ORANGE

On 19 DEC 2013 before me, V. E. FLEMING, NOTARY PUBLIC

Date

Here Insert Name and Title of the Officer

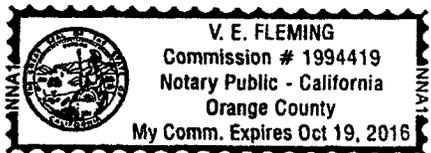
personally appeared Philip D. Pfirrmann

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature: [Handwritten Signature]

Signature of Notary Public

Place Notary Seal Above

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_ Signer's Name: \_\_\_\_\_

Corporate Officer — Title(s): \_\_\_\_\_  Corporate Officer — Title(s): \_\_\_\_\_

Individual  Individual

Partner —  Limited  General  Partner —  Limited  General

Attorney in Fact  Attorney in Fact

Trustee  Trustee

Guardian or Conservator  Guardian or Conservator

Other: \_\_\_\_\_  Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_ Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT OF SIGNER

Top of thumb here

RIGHT THUMBPRINT OF SIGNER

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**SCHEDULE 1**  
**TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**138 Refrigerated Box Cars**

<b>Unit Number</b>	<b>Year of Manufacture</b>
ARMN 764027	1965
ARMN 764029	1965
ARMN 764031	1965
ARMN 764032	1965
ARMN 764040	1965
ARMN 764134	1966
ARMN 764136	1966
ARMN 764149	1966
ARMN 764150	1966
ARMN 764166	1966
ARMN 764169	1966
ARMN 764177	1966
ARMN 764187	1966
ARMN 764188	1966
ARMN 764195	1966
ARMN 764235	1966
ARMN 764239	1966
ARMN 764246	1966
ARMN 764261	1966
ARMN 764268	1966
ARMN 764280	1966
ARMN 764282	1966
ARMN 764286	1966
ARMN 764307	1966
ARMN 764309	1966
ARMN 764310	1966
ARMN 764334	1966
ARMN 764338	1966
ARMN 766202	1966
ARMN 766204	1966
ARMN 766205	1966
ARMN 766206	1966
ARMN 766208	1966
ARMN 766210	1966
ARMN 766211	1966
ARMN 766214	1966
ARMN 766217	1966
ARMN 766231	1966
ARMN 766239	1966

ARMN 766243	1966
ARMN 766251	1966
ARMN 766263	1966
ARMN 766264	1966
ARMN 766276	1966
ARMN 766279	1966
ARMN 766280	1966
ARMN 766286	1966
ARMN 766290	1966
ARMN 766296	1966
ARMN 766303	1966
ARMN 766310	1966
ARMN 766314	1966
ARMN 766316	1966
ARMN 766317	1966
ARMN 766319	1966
ARMN 766324	1966
ARMN 766325	1966
ARMN 766328	1966
ARMN 766330	1966
ARMN 766331	1966
ARMN 766332	1966
ARMN 767134	1967
ARMN 767173	1967
ARMN 767178	1967
ARMN 767183	1967
ARMN 767188	1967
ARMN 767189	1967
ARMN 767192	1967
ARMN 767196	1967
ARMN 767202	1967
ARMN 767206	1967
ARMN 767220	1967
ARMN 767221	1967
ARMN 767229	1967
ARMN 767233	1967
ARMN 767238	1967
ARMN 767248	1967
ARMN 767250	1967
ARMN 767251	1967
ARMN 767252	1967
ARMN 767255	1967
ARMN 767262	1967
ARMN 767264	1967
ARMN 767265	1967

Schedule 1 to Memorandum of Assignment of Lease

ARMN 767266	1967
ARMN 767270	1967
ARMN 767273	1967
ARMN 767283	1967
ARMN 767296	1967
ARMN 768168	1967
ARMN 768175	1967
ARMN 768193	1967
ARMN 768407	1967
ARMN 768410	1967
ARMN 768411	1967
ARMN 767288	1968
ARMN 767295	1968
ARMN 767297	1968
ARMN 767304	1968
ARMN 767311	1968
ARMN 767312	1968
ARMN 768402	1968
ARMN 768403	1968
ARMN 768405	1968
ARMN 765056	1969
ARMN 765059	1969
ARMN 765081	1969
ARMN 765097	1969
ARMN 765116	1969
ARMN 765131	1969
ARMN 765266	1969
ARMN 768303	1969
ARMN 768306	1969
ARMN 768308	1969
ARMN 768310	1969
ARMN 768314	1969
ARMN 768315	1969
ARMN 768317	1969
ARMN 768318	1969
ARMN 768319	1969
ARMN 768321	1969
ARMN 768322	1969
ARMN 768323	1969
ARMN 768329	1969
ARMN 768339	1969
ARMN 768340	1969
ARMN 768342	1969
ARMN 768343	1969
ARMN 768346	1969

Schedule 1 to Memorandum of Assignment of Lease

ARMN 768325	1970
ARMN 768326	1970
ARMN 768327	1970
ARMN 768330	1970
ARMN 768332	1970
ARMN 768335	1970
ARMN 768344	1970
ARMN 768401	1970
ARMN 768011	1978

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 12/30/13

Edward M Luria  
Edward M. Luria