



ATEL
Leasing Corporation®

STB E-FILE

February 27, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

**Re: Document for Recordation:
1. Memorandum of Internal Assignment of Leases**

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Internal Assignment of Leases, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses to the Memorandum of Internal Assignment of Leases, executed as of February 28, 2013, are:

Lessor/Assignor: ATEL Leasing Corporation
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

Successor Lessors/Assignees: ATEL 14, LLC, and, ATEL 15, LLC
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

Secured Party: Not applicable

A description of the railroad equipment covered by the Memorandum of Internal Assignment of Leases is:

124 100-ton Plate F, 263,000 gross rail-load covered hopper railcars (within range of KCS 126012-127477), and 182 100-ton Plate C, 263,000 gross rail-load covered hopper railcars (within range of KCS 170127-171999).

A short summary of the document to appear in the index as follows:

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Memorandum of Internal Assignment of Leases, entered into as of February 28, 2013, is among ATEL Leasing Corporation (Lessor/Assignor), and ATEL 14, LLC, and, ATEL 15, LLC (Successor Lessors/Assignees), for the purpose of recording and giving notice of the assignment of 62 Cars leased under Lease Supplement No. 14 to ATEL 14, LLC per Attachment A, 62 Cars leased under Lease Supplement No. 14 to ATEL 15, LLC per Attachment B, 91 Cars leased under Lease Supplement No. 16 to ATEL 14, LLC per Attachment C, and 91 Cars leased under Lease Supplement No. 16 to ATEL 15, LLC per Attachment D.

The fee of \$44.00 can be charged to our account.

Kindly return a stamped copy of the attached document to the undersigned at your earliest convenience.

Should you have any questions, please do not hesitate to contact me at 415/616-3406 or at [sstetson@atel.com](mailto:ssstetson@atel.com).

Sincerely,

ATEL LEASING CORPORATION



Sheila A. Stetson
Senior Contract Administrator

Attachment

RECORDATION NO. 31095
FILED FEBRUARY 27 2014 02:39 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INTERNAL ASSIGNMENT OF LEASES
(Lease Supplement Nos. 14 and 16)

Reference is made to (i) Memorandum of Assignment and Assumption and Amended and Restated Master Equipment Lease Agreement (Southern Capital Trust II 2002-1) dated June 25, 2002 between The Kansas City Southern Railway Company, as Lessee and SCC SPV II LLC, as Lessor filed on June 15, 2002 under Recordation Number 20312-V, (ii) Memorandum of Supplements Nos. 1 through 12 thereto filed on June 25, 2002 under Recordation No. 20312-W of which Supplement No. 7 was amended and restated by Lease Supplement Nos. 14 and 16, (iii) Memorandum of Assignment and Assumption Agreement between SCC SPV II LLC as Assignor and Infinity Transportation, LLC as Assignee filed on February 12, 2010 under Recordation Number 20312-PP with respect to Lease Supplement Nos. 14 and 16 only, (iv) Memorandum of Assignment and Assumption Agreement of Lease Supplement Nos. 14 and 16 between Infinity Transportation, LLC, as Assignor, and ATEL Leasing Corporation ("ATEL"), as Assignee, both filed on December 12, 2012 under Recordation Numbers 30546 and 30547 respectively, whereby ATEL leased to The Kansas City Railway Company ("Lessee") (i) 124 100-ton Plate F, 263,000 gross rail load covered hopper railcars leased under Lease Supplement No. 14, and (ii) 182 100-ton Plate C, 263,000 gross rail load covered hopper railcars leased under Lease Supplement No. 16, (together, the "Cars").

ATEL, as Assignor, internally assigned to ATEL 14, LLC, as Assignee, the right to acquire 62 of the 124 Cars leased under Lease Supplement No. 14, identified on Attachment A hereto, and to ATEL 15, LLC the right to acquire the remaining 62 Cars identified on Attachment B hereto, memorialized by an Inter-Company Purchase and Sale Agreement and Assignment of Lease dated and executed as of February 28, 2013.

ATEL, as Assignor, internally assigned to ATEL 14, LLC, as Assignee, the right to acquire 91 of the 182 Cars leased under Lease Supplement No. 16, identified on Attachment C hereto, and to ATEL 15, LLC the right to acquire the remaining 91 Cars identified on Attachment D hereto memorialized by an Inter-Company Purchase and Sale Agreement and Assignment of Lease dated and executed as of February 28, 2013.

This Memorandum of Internal Assignment of Leases has been executed and delivered by the parties for the purpose of recording and giving notice of the assignment of 62 Cars leased under Lease Supplement No. 14 to ATEL 14, LLC per Attachment A, 62 Cars leased under Lease Supplement No. 14 to ATEL 15, LLC per Attachment B, 91 Cars leased under Lease Supplement No. 16 to ATEL 14, LLC per Attachment C, and 91 Cars leased under Lease Supplement No. 16 to ATEL 15, LLC per Attachment D.

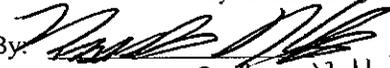
Each of the undersigned certifies that he/she holds the title set forth below, that this instrument was signed on behalf of his/her corporation by authority of its Board of Directors and that the execution of this instrument was the free act and deed of his/her corporation. The undersigned further declares under penalty of perjury that the foregoing is true and correct.

Lessor/Assignor:
ATEL Leasing Corporation

By: 
Title: Exec. VP Russell H. Wilder

Successor Lessors/Assignees:

ATEL 14, LLC
ATEL 15, LLC
By: ATEL Managing Member, LLC, their Manager
By: ATEL Financial Services, LLC, its Manager
By: ATEL Leasing Corporation, its Manager

By: 
Title: Exec. VP Russell H. Wilder

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM

BY: 

Attachment C to Memorandum of Internal Assignment of Lease (Lease Supplement No. 16)

Qt. No	Co. No	LeaseCustNum	Lease #	Sch #	EquipDescription	SeqNum	EquipManufacturer	EquipModel	EquipSerial Num	Start Date	Lease Term	Pmt Type	LeaseMaturityDate	EquipInServiceDate
68	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2324	STANDARD PULLMAN	PLATE C	KCS170852	12/1/2012	37	M	1/1/2016	12/01/2012
69	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2325	STANDARD PULLMAN	PLATE C	KCS170861	12/1/2012	37	M	1/1/2016	12/01/2012
70	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2329	STANDARD PULLMAN	PLATE C	KCS170909	12/1/2012	37	M	1/1/2016	12/01/2012
71	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2330	STANDARD PULLMAN	PLATE C	KCS170937	12/1/2012	37	M	1/1/2016	12/01/2012
72	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2331	STANDARD PULLMAN	PLATE C	KCS170925	12/1/2012	37	M	1/1/2016	12/01/2012
73	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2358	STANDARD PULLMAN	PLATE C	KCS170691	12/1/2012	37	M	1/1/2016	12/01/2012
74	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2359	STANDARD PULLMAN	PLATE C	KCS170704	12/1/2012	37	M	1/1/2016	12/01/2012
75	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2310	STANDARD PULLMAN	PLATE C	KCS170712	12/1/2012	37	M	1/1/2016	12/01/2012
76	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2355	STANDARD PULLMAN	PLATE C	KCS170968	12/1/2012	37	M	1/1/2016	12/01/2012
77	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2356	STANDARD PULLMAN	PLATE C	KCS170976	12/1/2012	37	M	1/1/2016	12/01/2012
78	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2337	STANDARD PULLMAN	PLATE C	KCS170984	12/1/2012	37	M	1/1/2016	12/01/2012
79	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2314	STANDARD PULLMAN	PLATE C	KCS170755	12/1/2012	37	M	1/1/2016	12/01/2012
80	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2315	STANDARD PULLMAN	PLATE C	KCS170763	12/1/2012	37	M	1/1/2016	12/01/2012
81	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2316	STANDARD PULLMAN	PLATE C	KCS170771	12/1/2012	37	M	1/1/2016	12/01/2012
82	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2320	STANDARD PULLMAN	PLATE C	KCS170810	12/1/2012	37	M	1/1/2016	12/01/2012
83	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2321	STANDARD PULLMAN	PLATE C	KCS170828	12/1/2012	37	M	1/1/2016	12/01/2012
84	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2322	STANDARD PULLMAN	PLATE C	KCS170836	12/1/2012	37	M	1/1/2016	12/01/2012
85	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2338	STANDARD PULLMAN	PLATE C	KCS170992	12/1/2012	37	M	1/1/2016	12/01/2012
86	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2326	STANDARD PULLMAN	PLATE C	KCS170879	12/1/2012	37	M	1/1/2016	12/01/2012
87	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2327	STANDARD PULLMAN	PLATE C	KCS170887	12/1/2012	37	M	1/1/2016	12/01/2012
88	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2328	STANDARD PULLMAN	PLATE C	KCS170895	12/1/2012	37	M	1/1/2016	12/01/2012
89	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2332	STANDARD PULLMAN	PLATE C	KCS170953	12/1/2012	37	M	1/1/2016	12/01/2012
90	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2333	STANDARD PULLMAN	PLATE C	KCS170961	12/1/2012	37	M	1/1/2016	12/01/2012
91	14	KANSAS CITY SOUTHERN RAILWAY COMPANY, THE	14KANS0016	16	100-TON PLATE C BOXCAR, 265000 GVV	2334	STANDARD PULLMAN	PLATE C	KCS170950	12/1/2012	37	M	1/1/2016	12/01/2012

