



ATEL
Leasing Corporation®

STB E-FILE

January 13, 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 Assignment of Lease (Schedule No. 1B)

Dear Section Chief:

Attached please find for recordation one (1) copy of Memorandum of Assignment of Lease (Schedule No. 1B), a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses to the Memorandum of Assignment of Lease (Schedule No. 1B), executed and attached, are:

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

Successor Lessor/Assignee: ATEL 14, LLC
By: ATEL Managing Member, LLC, its Manager
By: ATEL Financial Services, LLC, its Manager
By: ATEL Leasing Corporation, its Manager
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

A description of the railroad equipment covered by the Memorandum of Assignment of Lease (Schedule No. 1B) is:

330 used covered hopper railcars

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

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
January 13, 2014
Page 2

Memorandum of Assignment of Lease (Schedule No. 1B), between ATEL Leasing Corporation (Lessor/Assignor), and ATEL 14, LLC (Successor Lessor/Assignee), regarding assignment of Schedule No. 1B dated July 15, 2013, to Master Equipment Lease Agreement dated August 17, 2011.

The fee of \$44.00 may 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 ssetson@atel.com.

Sincerely,

ATEL LEASING CORPORATION



Sheila A. Stetson
Senior Contract Administrator

Attachments

**MEMORANDUM OF ASSIGNMENT OF LEASE
(Schedule No. 1B)**

Reference is made to the Memorandum of Sale and Lease-Back and Assignment dated August 17, 2011 between ATEL Leasing Corporation, as Buyer/Lessor and Interstate Commodities, Inc. and R.M. Railcars, LLC, jointly Seller/Lessee, filed with the Surface Transportation Board ("STB") on August 18, 2011 under Recordation Number 29685 with respect to Equipment Schedule No.1 as it incorporates by reference all the terms and conditions of Master Equipment Lease Agreement No. INTC1, (the Equipment Schedule and the Master Equipment Lease Agreement hereinafter referred to as the "Lease") between Lessor and Lessee whereby Lessor leased to Lessee 495 3 pocket 4750 cube 268,000 gross rail load covered hopper railcars.

Lessor, as Assignor, assigned to ATEL 14, LLC, as Assignee, the right to acquire the 330 railcars identified on Exhibit A hereto, (the "Cars"), pursuant to an Inter-Company Purchase and Sale Agreement and Assignment of Lease dated and executed as of August 18, 2011.

The Lease was amended and Schedule No. 1 was divided into two (2) new leases including Schedule No. 1B to Master Equipment Lease Agreement ("Lease No. 1B") which was assigned by Lessor to ATEL 14, LLC as Successor Lessor/Assignee of the Cars pursuant to Amendment No. 2 to Master Equipment Lease Agreement No. INTC1 and to Schedule No. 1 dated as of July 15, 2013. The terms and conditions of Lease No. 1B are consistent with those of the original Lease.

This Memorandum of Assignment of Lease has been executed and delivered by the parties for the purpose of recording and giving notice of the assignment of Lease No. 1B.

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.

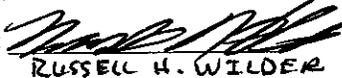
Lessor/Assignor:
ATEL Leasing Corporation

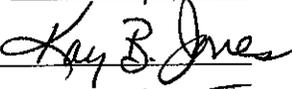
By: 
Title: E.V.P., Chief Credit Officer

By: 
Title: V.P., Asst. Treas.
1/13/14

Successor Lessor/Assignee of Schedule 1B:
ATEL 14, LLC

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

By: 
Title: E.V.P., Chief Credit Officer

By: 
Title: V.P. Asst. Treas.
1/13/14

320	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1657	PULLMAN	INTX349801
321	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1658	PULLMAN	INTX349802
322	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1659	PULLMAN	INTX349805
323	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1660	PULLMAN	INTX349807
324	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1661	PULLMAN	INTX349810
325	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1662	PULLMAN	INTX349814
326	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1663	PULLMAN	INTX349816
327	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1664	PULLMAN	INTX349818
328	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1665	PULLMAN	INTX349825
329	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1666	PULLMAN	INTX349841
330	14	INTERSTATE COMMODITIES, INC.	14INTC1001B	COVERED HOPPER RAILCAR	1667	PULLMAN	INTX349845