

RECORDATION NO 26440-D FILED
January 17, 2014 11:30 AM
SURFACE TRANSPORTATION BOARD

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

January 17, 2014

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 January 17, 2014, 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: Genesis Capital Corporation
22372 Rosebriar
Mission Viejo, CA 92692

Transferee: Bridge Capital Leasing, Inc.
215 Schilling Circle, Suite 100
Hunt Valley, MD 21030

Chief, Section of Administration
January 17, 2014
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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of this 17th day of January 2014, is made by GENESIS CAPITAL CORPORATION, a California corporation, with an address at 22372 Rosebriar, Mission Viejo, CA 92692 ("Transferor"), and **BRIDGE CAPITAL LEASING, INC.**, a Delaware corporation, with an address at 215 Schilling Circle, Suite 100, Hunt Valley, MD 21030 ("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 January 14, 2014, 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, successor in interest to John Hancock Leasing Corporation ("JHLC"), 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, as successor in interest to JHLC, 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.

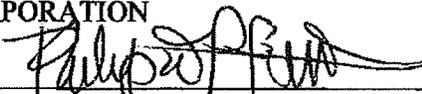
WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized 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.

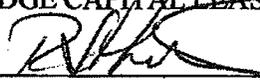
GENESIS CAPITAL
CORPORATION

By: 

Name: Philip D. Pfirrmann

Title: President

BRIDGE CAPITAL LEASING, INC.

By: 

Name:

Title: ROBERT J. HONEYCUTT
VICE PRESIDENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California

County of ORANGE

On 14 JAN 2014 before me, V.E. FLEMING, NOTARY PUBLIC

Date

Here Insert Name and Title of the Officer

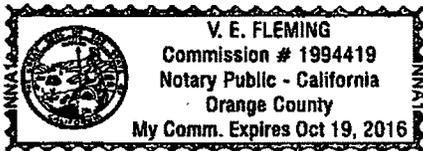
personally appeared PHILIP D PFIREMANN

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: V.E. Fleming

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

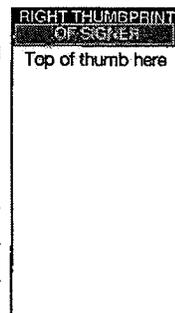
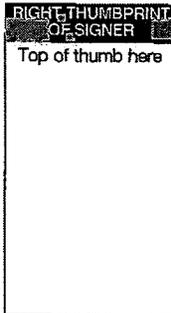
Attorney in Fact Attorney in Fact

Trustee Trustee

Guardian or Conservator Guardian or Conservator

Other: _____ Other: _____

Signer Is Representing: _____ Signer Is Representing: _____



STATE OF Maryland
COUNTY OF Baltimore, ss.

On this 17th day of January, 2014, before me personally appeared Robert Henry, att to me personally known, who being by me duly sworn, says he is the VP of BRIDGE CAPITAL LEASING, INC., 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

Margaret L. Wolfe

My Commission Expires:

June 11, 2016



Margaret L. Wolfe
NOTARY PUBLIC
Baltimore County
State of Maryland
My Commission Expires
June 11, 2016

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE

138 Refrigerated Box Cars

Unit Number	Year of Manufacture
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

Schedule 1 to Memorandum of Assignment of Lease

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

Schedule 1 to Memorandum of Assignment of Lease

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: 1/17/14

Edward M Luria

Edward M. Luria