



**STB E-FILE**

January 6, 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 and Assumption Agreement**

Dear Section Chief:

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

The names and addresses to the Memorandum of Assignment and Assumption Agreement executed as of December 31, 2014 are:

Seller/Assignor:	GATX Corporation 222 W. Adams St., Suite 500 Chicago, IL 60606
Buyer/Assignee:	ATEL Leasing Corporation 600 Montgomery Street, 9 <sup>th</sup> Floor San Francisco, CA 94111
Secured Party:	Not applicable

A description of the railroad equipment covered by the Memorandum of Assignment and Assumption Agreement is:

30 used non-coiled tank cars (DOT 111-A-100-W-1, AAR car type T107)

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

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
February 28, 2013  
Page 2

Memorandum of Assignment and Assumption Agreement dated December 31, 2013, between GATX Corporation (Seller), and ATEL Leasing Corporation (Buyer), regarding assignment of Rider No. 22, Renewal Letter dated November 20, 2012, and Rider No. 23, Renewal Letter dated November 20, 2012, to Car Net Lease Contract No. 1480 dated December 1, 1994.

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 [sstetson@atel.com](mailto:ssstetson@atel.com).

Sincerely,

ATEL LEASING CORPORATION



Sheila A. Stetson  
Senior Contract Administrator

Attachments

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of December 31, 2013, by and between GATX Corporation, a New York corporation (“Assignor”), and ATEL Leasing Corporation, a California corporation (“Assignee”).

**WITNESSETH:**

Assignor, as lessor, entered into that certain Rider No. 22 to Car Service Contract No. 1480 (“*Rider No. 22*”) and Rider No. 23 to Car Service Contract No. 1480 (“*Rider No. 23*”), in each case dated November 1, 2002, with The Dow Chemical Company, as lessee (“*Lessee*”), incorporating the terms and conditions of that certain Car Net Lease No. 1480 dated as of December 1, 1994 between Assignor and Lessee (the “*Master Lease*,” and Rider No. 22 and Rider No. 23, collectively, as they incorporate the terms of the Master Lease, the “*Leases*”) for certain railcars described in Exhibit A attached hereto (the “*Railcars*”).

Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of December 31, 2013, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Leases and the Railcars.

This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, Assignor and Assignee have executed this instrument as of the date first above written.

**GATX CORPORATION**

**ATEL LEASING CORPORATION**

By: *Linda Hexem*  
Name: LOUDA HEXEM  
Title: VP and Managing Director

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, Assignor and Assignee have executed this instrument as of the date first above written.

**GATX CORPORATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ATEL LEASING CORPORATION**

By:  \_\_\_\_\_

Name: Paritosh K. Choksi  
Executive Vice President

Title: \_\_\_\_\_

EXHIBIT A  
TO MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT  
DESCRIPTION OF RAILCARS

RAILCAR DESCRIPTION: 30 – 26,600 gallon tank cars.

CAR MARKS AND NUMBERS:

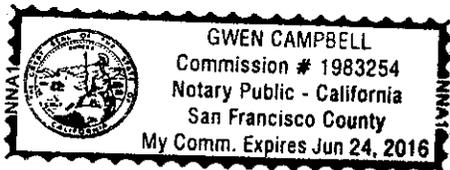
	<u>Car Number</u>
1	DOWX070054
2	DOWX070057
3	DOWX070066
4	DOWX070073
5	DOWX070075
6	DOWX070076
7	DOWX070077
8	DOWX070092
9	DOWX070093
10	DOWX070094
11	DOWX070096
12	DOWX070097
13	DOWX070100
14	DOWX070101
15	DOWX070102
16	DOWX070103
17	DOWX070106
18	DOWX070108
19	DOWX070069
20	DOWX070071
21	DOWX070074
22	DOWX070078
23	DOWX070079
24	DOWX070083
25	DOWX070084
26	DOWX070087
27	DOWX070088
28	DOWX070090
29	DOWX070091
30	DOWX070095

STATE OF CALIFORNIA        )  
  )  
COUNTY OF SAN FRANCISCO    )

On December 19, 2013, before me, Gwen Campbell, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person 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.



  
\_\_\_\_\_  
Notary Public  
My Commission expires: June 24, 2016

STATE OF  
California }  
}ss

COUNTY OF  
San Francisco }

On 1/9/14 before me, the undersigned officer, personally appeared Paritosh K. Choksi, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

*Adrienne G. Paulsen*  
Notary Public

My Commission expires:  
Jan. 9, 2016

(Notarial Seal)

STATE OF  
\_\_\_\_\_ }  
}ss

COUNTY OF  
\_\_\_\_\_ }

On \_\_\_\_\_ before me, the undersigned officer, personally appeared \_\_\_\_\_, [personally known to me] [proved to me on the basis of satisfactory evidence] to be the person(s) whose name(s) \_\_\_\_\_ subscribed to this instrument and acknowledged to me that \_\_\_\_\_ executed the same in \_\_\_\_\_ authorized capacity(ies), and that by \_\_\_\_\_ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public

My Commission expires:  
\_\_\_\_\_

(Notarial Seal)

