

ASSGN. NO. UP130

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND ASSIGNMENT (the "Memorandum") is made and entered into as of this the 6th day of September, 2005, by and between First Union Rail Corporation, a North Carolina corporation, acting in its capacity as manager for ATEL Leasing Corporation, its successors and assigns, contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group B, ("ATEL"), pursuant to a Railcar Management Agreement dated as of April 1, 2002, as amended, (the "Lessor") and Union Pacific Railroad Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Master Lease"), dated as of as of April 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars as described more specifically on Exhibit A attached hereto, (the "Cars"), pursuant to Rider No. 22 (the "Rider") which Rider incorporates by reference the terms and condition of the Master Lease and is a separate and independent lease, (the "Lease"), effective as of August 16, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group B under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION,
as Lessor of Cars in Group A, and as Manager for
ATEL Leasing Corporation of Cars in Group B

ATTEST:

By: Susan Grokulsky
Name: SUSAN GROKULSKY
Title: MANAGER OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 6th day of September, 2005.

[CORPORATE SEAL]

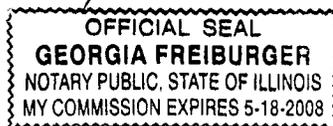
STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of September, 2005.

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson
Name: Karen A. Watson
Title: General Director-
Mechanical Purchasing

ATTEST:

By: Duane Knapp
Name: Duane Knapp
Title: SR MGR Leasing

Executed on this 30th day of August, 2005.

[CORPORATE SEAL]

STATE OF Nebraska
COUNTY OF Douglas

I, Candace Billingsley, a Notary Public of the County and State aforesaid, certify that Karen Watson personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30 day of August, 2005.

Candace Billingsley
Notary Public

Commission Expires:  CANDACE M. BILLINGSLEY
MY COMMISSION EXPIRES
September 29, 2005
(Notary Public)

EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF UNITS: Two hundred ninety-nine (299)

DESCRIPTION OF UNITS: 4700 and 4750 cu.ft., 263,000 lb., 268,000 lb., or 286,000 lb. capacity, 3 pocket covered hopper Units with trough hatches, vibrator brackets, AAR approved gravity gates.

UNIT NUMBERS AND MARKS:

Group A – First Union Rail-owned Units

FURX 816053	NDYX 475287	NOKL 827327	NOKL 827878
FURX 822822	NDYX 475288	NOKL 827329	NOKL 827879
FURX 826023	NDYX 475289	NOKL 827334	NOKL 827882
FURX 826100	NDYX 475291	NOKL 827335	NOKL 827883
FURX 827430	NDYX 475293	NOKL 827342	NOKL 829175
FURX 827509	NDYX 475294	NOKL 827347	NOKL 829178
FURX 827748	NDYX 475295	NOKL 827348	NOKL 829179
FURX 828127	NDYX 475297	NOKL 827349	NOKL 829180
FURX 828383	NDYX 475298	NOKL 827355	NOKL 829182
FURX 829797	NDYX 475299	NOKL 827357	NOKL 829183
FURX 829808	NDYX 475301	NOKL 827358	NOKL 829186
FURX 829811	NDYX 475302	NOKL 827360	NOKL 818509
FURX 829812	NDYX 475303	NOKL 827366	NOKL 818596
FURX 829814	NDYX 475304	NOKL 827367	NOKL 818720
FURX 830051	NDYX 475305	NOKL 827368	NOKL 818907
FURX 830119	NDYX 475306	NOKL 827374	NOKL 818915
FURX 832107	NDYX 475309	NOKL 827379	NOKL 818916
NDYX 475000	NDYX 475312	NOKL 827381	NOKL 818923
NDYX 475005	NDYX 475315	NOKL 827384	NOKL 818924
NDYX 475010	NDYX 475319	NOKL 827388	NOKL 818927
NDYX 475012	NDYX 475322	NOKL 827419	NOKL 818953
NDYX 475015	NDYX 475327	NOKL 827420	NOKL 818972
NDYX 475022	NDYX 475328	NOKL 827423	NOKL 818982
NDYX 475026	NDYX 475400	NOKL 827426	NOKL 818984
NDYX 475028	NDYX 830940	NOKL 827863	NOKL 819000
NDYX 475032	NDYX 831215	NOKL 827864	NOKL 819004
NDYX 475033	NDYX 831218	NOKL 827866	NOKL 819005
NDYX 475045	NOKL 826961	NOKL 827867	NOKL 819016
NDYX 475280	NOKL 827312	NOKL 827869	NOKL 819019
NDYX 475282	NOKL 827316	NOKL 827873	NOKL 819022
NDYX 475283	NOKL 827319	NOKL 827874	NOKL 819026
NDYX 475284	NOKL 827320	NOKL 827875	NOKL 819029
NDYX 475285	NOKL 827322	NOKL 827876	NOKL 819034

EXHIBIT A to MEMORANDUM OF LEASE

Group A (continued) – First Union Rail-Owned Units

NOKL 819036	NOKL 820528	NOKL 823083	NOKL 830398
NOKL 819054	NOKL 820533	NOKL 823364	NOKL 830425
NOKL 819059	NOKL 820538	NOKL 823367	NOKL 830433
NOKL 819062	NOKL 820540	NOKL 823371	NOKL 830434
NOKL 819064	NOKL 820545	NOKL 823372	NOKL 830437
NOKL 819067	NOKL 820546	NOKL 823395	NOKL 830439
NOKL 819073	NOKL 820547	NOKL 823399	NOKL 830442
NOKL 819081	NOKL 820549	NOKL 823404	NOKL 830444
NOKL 819086	NOKL 820551	NOKL 823410	NOKL 830458
NOKL 819087	NOKL 820554	NOKL 823417	NOKL 830460
NOKL 819099	NOKL 820555	NOKL 823419	NOKL 830464
NOKL 819103	NOKL 820557	NOKL 823425	NOKL 830481
NOKL 819126	NOKL 820564	NOKL 823429	NOKL 830483
NOKL 819130	NOKL 820567	NOKL 823434	NOKL 830499
NOKL 819131	NOKL 820568	NOKL 823443	NOKL 830500
NOKL 819147	NOKL 820572	NOKL 823469	NOKL 830533
NOKL 819148	NOKL 820573	NOKL 823479	NOKL 830554
NOKL 819150	NOKL 820576	NOKL 823500	NOKL 830705
NOKL 819152	NOKL 820581	NOKL 823508	NOKL 830714
NOKL 819155	NOKL 820584	NOKL 823532	NOKL 830803
NOKL 819168	NOKL 820586	NOKL 823539	NOKL 830826
NOKL 819209	NOKL 820588	NOKL 823578	NOKL 830861
NOKL 819210	NOKL 820590	NOKL 823759	NOKL 830895
NOKL 819224	NOKL 820594	NOKL 823859	NOKL 830914
NOKL 819227	NOKL 820596	NOKL 824004	NOKL 830925
NOKL 819230	NOKL 820601	NOKL 828116	NOKL 830996
NOKL 820500	NOKL 820603	NOKL 828126	NOKL 831024
NOKL 820502	NOKL 820609	NOKL 828141	NOKL 831047
NOKL 820505	NOKL 820610	NOKL 828150	NOKL 831057
NOKL 820507	NOKL 820613	NOKL 828185	NOKL 832085
NOKL 820508	NOKL 820616	NOKL 828453	NOKL 832501
NOKL 820509	NOKL 820621	NOKL 828486	NOKL 832510
NOKL 820510	NOKL 820622	NOKL 828955	NOKL 833015
NOKL 820511	NOKL 820628	NOKL 828969	NOKL 833130
NOKL 820514	NOKL 820632	NOKL 829479	NOKL 833133
NOKL 820516	NOKL 820635	NOKL 829494	PRAX 818643
NOKL 820520	NOKL 820636	NOKL 829616	PRAX 818654
NOKL 820524	NOKL 820638	NOKL 830221	Count: 289
NOKL 820526	NOKL 820647	NOKL 830253	
NOKL 820527	NOKL 821959	NOKL 830269	

EXHIBIT A to MEMORANDUM OF LEASE

Group B – ATEL-Owned Units

NOKL 834016

NOKL 834089

NOKL 834220

NOKL 834505

NOKL 834508

NOKL 834538

NOKL 834673

NOKL 834723

NOKL 834254

NOKL 834816

Count: 10