

RECORDATION NO. 19814-C FILED

JUN 11 '10 -3 05 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 11, 2010

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 Bill of Sale and Assignment and Assumption of Lease Agreement, dated as of June 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease previously filed with the Commission under Recordation Number 19814.

The names and addresses of the parties to the enclosed document are:

Assignor: Bank of Hawaii Leasing, Inc.  
(successor in interest to Pacific Century  
Leasing, Inc.)  
130 Merchant Street, Suite 1930  
Honolulu, Hawaii 96813

Assignee: Norlease, Inc.  
50 South La Salle Street  
Chicago, Illinois 60675

Chief, Section of Administration  
June 11, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

46 cars: NAHX 070150 - NAHX 070199 (formerly KRIX 059001 - KRIX 059050) excluding destroyed cars NAHX 070154, NAHX 070171, NAHX

A short summary of the document to appear in the index is.

Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement.

Also enclosed is a check in the amount of \$41 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,



Robert W. Alvord

RWA/bhs  
Enclosures

JUN 11 '10 -3 05 PM

MEMORANDUM OF  
BILL OF SALE AND  
ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF BILL OF SALE AND ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ("Memorandum") is made and entered into as of June 11, 2010, by and between BANK OF HAWAII LEASING, INC., Hawaii corporation formerly known as Pacific Century Leasing, Inc., ("Assignor"), and NORLEASE, INC. ("Assignee").

WITNESSETH:

1. Assignor (successor in interest to First Security Leasing Company) has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Master Equipment Lease Agreement dated December 15, 1995 by and between First Security Leasing Company and Kyle Railroad Company (the "Lease"), pursuant to which Assignor leased 46 railcars formerly marked and numbered KRIX 059001 through KRIX 59050 and renumbered NAHX 070150 through NAHX 070199, but excluding the destroyed cars marked and numbered NAHX 070154, NAHX 070171, NAHX 070176 and NAHX 070177 (the "Equipment") to General Electric Railcar Services Corporation (successor in interest to Kyle Railroad Company);

2. Evidence of the Lease has been recorded with the Interstate Commerce Commission on December 18, 1995 pursuant to 49 U.S.C.§11303 and assigned recordation number 19814.

3. Evidence of the Assignment and Assumption Agreement dated November 19, 1997 by and between First Security Leasing Company and Pacific Century Leasing, Inc. has been recorded with the Surface Transportation Board on December 4, 1997 pursuant to 49 U.S.C.§11301 and assigned recordation number 19814-B.

4. This Memorandum shall be effective as of the date first set forth hereinabove.

\*\*\*\*\*

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

**BANK OF HAWAII LEASING, INC.**

By:   
Name: Robert M. Wheeler, III  
Title: President

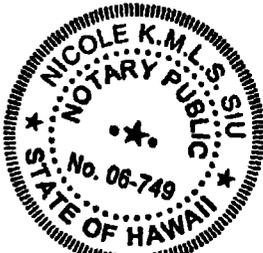
By:   
Name: Marc Adelberger  
Title: Vice President

**NORLEASE, INC.**

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

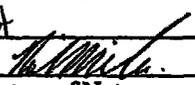
STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

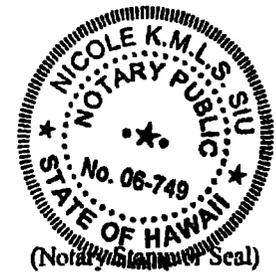
On this 8<sup>th</sup> day of June, 2010, before me personally appeared **ROBERT M. WHEELER, III**, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



(Notary Stamp or Seal)

  
Name: Nicole K.M.L.S. Sui  
Notary Public, State of Hawaii  
My commission expires: 12/03/2010

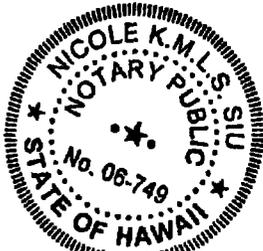
NOTARY CERTIFICATION STATEMENT	
Document Identification or Description:	<u>Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement</u>
Document Date:	<u>Undated at time of signing</u>
No. of Pages:	<u>4</u>
Jurisdiction (in which notarial act is performed):	<u>First</u>
Signature of Notary	<u></u>
Printed Name of Notary	<u>Nicole K.M.L.S. Sui</u>
Date of Notarization and Certification Statement	<u>06/08/2010</u>



(Notary Stamp or Seal)

STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On this 8<sup>th</sup> day of June, 2010, before me personally appeared **MARC ADELBERGER**, personally known/proved to me on the basis of satisfactory evidence, who, being by me duly sworn or affirmed, did say that such person executed the foregoing instrument as the free act and deed of such person, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.



(Notary Stamp or Seal)

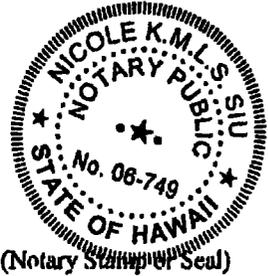
A handwritten signature in black ink, appearing to read "Nicole K.M.L.S. Siu".

Name: Nicole K.M.L.S. Siu

Notary Public, State of Hawaii

My commission expires: 12/03/2010

NOTARY CERTIFICATION STATEMENT	
Document Identification or Description:	<u>Memorandum of Bill of Sale and Assignment and Assumption of Lease Agreement</u>
Document Date:	<u>Undated at time of signing</u>
No. of Pages:	<u>4</u>
Jurisdiction (in which notarial act is performed):	<u>First</u>
Signature of Notary	<u>06/08/2010</u>
Printed Name of Notary	<u>Nicole K.M.L.S. Siu</u>
Date of Notarization and Certification Statement	



(Notary Stamp or Seal)

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

BANK OF HAWAII LEASING, INC.

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

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

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

NORLEASE, INC.

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

Name: Glenn F. Davis

Title: President

STATE OF )  
 ) SS:  
COUNTY OF )

On this \_\_\_\_ day of June, 2010, before me the undersigned Notary Public, personally appeared \_\_\_\_\_, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he is the \_\_\_\_\_ of BANK OF HAWAII LEASING, INC., and acknowledged to me that he/she duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said corporation.

\_\_\_\_\_  
(Notary Signature)

My commission expires:  
\_\_\_\_\_

STATE OF IL )  
 ) SS:  
COUNTY OF COOK )

On this 11<sup>th</sup> day of June, 2010, before me the undersigned Notary Public, personally appeared CLEON P. DAVIS, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he is the PRESIDENT of NORLEASE, INC., and acknowledged to me that he/she duly executed the foregoing instrument and that said execution was his/her free act and deed and the free act and deed of said corporation.

Kimberlei Jamieson  
(Notary Signature)

My commission expires:  
4-28-2014



**CERTIFICATION**

I, Robert W. Alvord, an attorney licensed to practice in the District of Columbia and the State of New York, 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: June 11, 2010



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Robert W Alvord