



ATEL
Leasing Corporation®

STB E-FILE

June 24, 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 Lease, effective May 4, 2014

Dear Section Chief:

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

The names and addresses to the Memorandum of Lease, executed and attached, are:

Lessor: ATEL Leasing Corporation, as successor
Trustee under the Conrail Trust 84-1
600 Montgomery Street, 9th Floor
San Francisco, CA 94111

Lessee: WATCO Companies, L.L.C.
315 West 3rd Street
Pittsburgh, KS 66762

A description of the railroad equipment covered by the Memorandum of Lease is:

Quantity of 20: 1,750 cu. ft. capacity 100 ton, 263,000 gross rail-load, side-dump, bottom-discharge ballast cars equipped w/manual gates, car marks AFCX 905261-905280.

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

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
June 24, 2014
Page 2

Memorandum of Lease: Schedule No. 1 to Equipment Lease Agreement, such Schedule No. 1 dated March 31, 2014, subject to Master Equipment Lease Agreement dated as of March 17, 2014 between ATEL Leasing Corporation, not in its individual capacity but solely as successor Trustee under a Trust Agreement (Conrail Trust 84-1) dated as of November 15, 1984 between Trustee and ATEL Capital Equipment Fund VIII, LLC, as successor Owner, located at 600 Montgomery Street, 9th Floor, San Francisco, CA 94111-2711 ("Lessor"), and WATCO Companies, L.L.C., a Delaware Limited Liability Company, located at 315 West 3rd Street, Pittsburg, KS 66762 ("Lessee").

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, not in its individual capacity, but solely as successor Trustee, for ATEL Equipment Fund VIII, LLC as successor Owner



Sheila A. Stetson
Senior Contract Administrator

Attachments

MEMORANDUM OF LEASE

On March 17, 2014, ATEL LEASING CORPORATION, not in its individual capacity but solely as successor Trustee under a Trust Agreement (Conrail Trust 84-1) dated as of November 15, 1984 between Trustee and ATEL Capital Equipment Fund VIII, LLC, as successor Owner, located at 600 Montgomery Street, 9th Floor, San Francisco, CA 94111-2711, ("Lessor"), and WATCO COMPANIES, L.L.C., a Delaware Limited Liability Company, located at 315 West 3rd Street, Pittsburg, Kansas 66762, ("Lessee"), entered into Master Equipment Lease Agreement and Schedule No.1 thereto dated as of March 31, 2014 and as it incorporates by reference all the terms and conditions of, the Master Equipment Lease Agreement, (the Schedule and the Master Equipment Lease Agreement hereinafter referred to as the "Lease"). The interim term of the Lease commenced on May 4, 2014 and the base term commences on June 1, 2014 and continues for thirty-six (36) months thereafter.

WHEREBY Lessor did lease to Lessee those certain railcars identified thereon and below;

<u>Manufacturer</u>	<u>Description</u>	<u>Road Numbers</u>	<u>Number of Cars</u>	<u>Year of Manufacture</u>
Greenville Steel Car Company	1,750 cu. ft. capacity 100 ton, 263,000 lb. GRL, side dump, bottom discharge ballast cars equipped with manual gates	See <u>Exhibit 1</u>	20	1984

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:

ATEL LEASING CORPORATION, as Trustee

By: Vasco H. Morais

Title: Vasco H. Morais
Executive Vice President

Lessee:

WATCO COMPANIES, L.L.C.

By: Bryan Pitts

Title: MANAGER - FLEET + STORAGE

ATEL LEGAL DEPARTMENT

**APPROVED
AS TO FORM**

BY: LM

EXHIBIT NO. 1 TO MEMORANDUM OF LEASE
TO MASTER EQUIPMENT LEASE AGREEMENT

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