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

February 25, 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 Lease and Collateral Assignment of Lease, dated as of November 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 29505.

The name and address of the party to the enclosed document are:

Assignor: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

[Assignee: DVB Bank SE
609 Fifth Avenue
New York, NY 10017]

Section Chief
February 25, 2014
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A description of the railroad equipment covered by the enclosed document is:

2 tank railcars: CMPX 153003 and CMPX 153005.

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

Memorandum of Lease and Collateral 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 LEASE AND
COLLATERAL ASSIGNMENT OF LEASE
Dated as of November 1, 2010

THIS MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum") is intended to evidence

(1) the Lease specified on Schedule 1 between Compass Rail VI Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Consbec, Inc. of 2725 Belisle Drive, Val Caron, Ontario, Canada P3N1B3 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars"), and

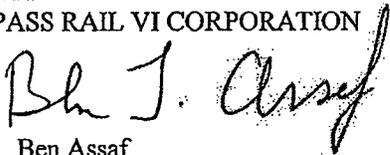
(2) the collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent, Platz der Republik 6, LAM Frankfurt, Germany, 60325.

Documents regarding the Lease have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") under Recordation Numbers 29505 and 29505-A.

This Memorandum is executed for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:
COMPASS RAIL VI CORPORATION

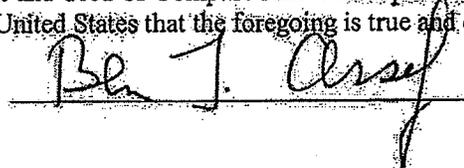


By: Ben Assaf
Title: Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office at Compass Rail VI Corporation specified above under my name, that this Memorandum of Lease and Collateral Assignment of Lease was signed on behalf of Compass Rail VI Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of Compass Rail VI Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on February 24, 2014.

Signature



Schedule 1 to
Memorandum of Lease and Collateral Assignment of Lease

The Lease: Railcar Lease Agreement dated as of August 20, 2010 between Compass Rail VI Corporation and Consbec, Inc.; and Amended and Restated Rider No. 01 to the Railcar Lease Agreement dated as of November 1, 2010.

The Cars: Two (2) 20,500 gallon stainless steel, exterior coiled, insulated tank cars built by Richmond Tank Car Company in 1982 categorized as DOT 111A100W-6, with any special features, any components, parts or equipment subsequently installed thereon, and all records and documentation regarding maintenance and repairs associated therewith, with car marks and numbers CMPX 153003 and 153005.

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: 2/25/14

Edward M Luria
Edward M. Luria