

November 19, 2015

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) is a copy of a Amended Memorandum of Lease and Collateral Assignment of Lease, dated as of November 13, 2015, 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 Nos. 17629, 17629-E and 17629-F.

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

Lessor:           Compass Rail IX Corporation  
                      750 Battery Street, Suite 430  
                      San Francisco, CA 94111

Lessee:           Central Maine & Quebec Railways US, Inc.  
                      15 Iron Road  
                      Hermon, ME 04410

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

123 Gunderson Plate C 100-ton 50-foot boxcars within the series CMQ 6200 – CMQ 6324 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is: Amended Memorandum of Lease and Collateral Assignment of Lease.

The \$43.00 recording fee will be paid by credit card.

Kindly return stamped copies of the enclosed documents to the undersigned. Thank you.

Best,



Elis Bradshaw  
Enc.

Compass Rail IX Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111  
(415) 392-4900

MEMORANDUM OF LEASE  
Dated as of November 13, 2015

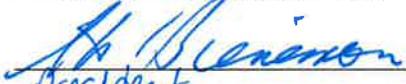
THIS MEMORANDUM OF LEASE (this "Memorandum") is intended to evidence the Lease specified on Schedule 1 between Compass Rail IX Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and CENTRAL MAINE & QUEBEC RAILWAY US, INC., a Delaware corporation ("Lessee"), with its principal place of business at 15 Iron Road, Hermon, ME 04410 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars").

Documents regarding the Cars have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") under Recordation Nos 17629, 17629-E and 17629-F.

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.

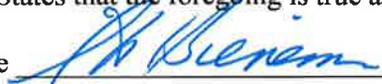
IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document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

LESSOR:  
COMPASS RAIL IX CORPORATION

By:   
Title: President

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

Executed on November 13, 2015.

Signature 

Schedule 1 to  
Memorandum of Lease and Collateral Assignment of Lease

The Lease: Railcar Lease Agreement dated as of April 30, 2015 between Compass Rail IX Corporation and Central Maine & Quebec Railway US, Inc.

The Cars: One hundred twenty-three (123) Gunderson Plate C 100-ton 50-foot boxcars with the following marks:

Count	Old Mark	Old No.	New Mark	New No.
1	CRLE	6200	CMQ	6200
2	CRLE	6201	CMQ	6201
3	CRLE	6202	CMQ	6202
4	CRLE	6203	CMQ	6203
5	CRLE	6204	CMQ	6204
6	CRLE	6205	CMQ	6205
7	CRLE	6206	CMQ	6206
8	CRLE	6207	CMQ	6207
9	CRLE	6208	CMQ	6208
10	CRLE	6209	CMQ	6209
11	CRLE	6210	CMQ	6210
12	CRLE	6211	CMQ	6211
13	CRLE	6212	CMQ	6212
14	CRLE	6213	CMQ	6213
15	CRLE	6214	CMQ	6214
16	CRLE	6215	CMQ	6215
17	CRLE	6216	CMQ	6216
18	CRLE	6217	CMQ	6217
19	CRLE	6218	CMQ	6218
20	CRLE	6219	CMQ	6219
21	CRLE	6220	CMQ	6220
22	CRLE	6221	CMQ	6221
23	CRLE	6222	CMQ	6222
24	CRLE	6223	CMQ	6223
25	CRLE	6224	CMQ	6224
26	CRLE	6225	CMQ	6225
27	CRLE	6226	CMQ	6226
28	CRLE	6227	CMQ	6227
29	CRLE	6228	CMQ	6228
30	CRLE	6229	CMQ	6229
31	CRLE	6230	CMQ	6230
32	CRLE	6231	CMQ	6231
33	CRLE	6232	CMQ	6232
34	CRLE	6233	CMQ	6233

35	CRLE	6234	CMQ	6234
36	CRLE	6235	CMQ	6235
37	CRLE	6236	CMQ	6236
38	CRLE	6237	CMQ	6237
39	CRLE	6238	CMQ	6238
40	CRLE	6239	CMQ	6239
41	CRLE	6240	CMQ	6240
42	CRLE	6241	CMQ	6241
43	CRLE	6242	CMQ	6242
44	CRLE	6243	CMQ	6243
45	CRLE	6244	CMQ	6244
46	CRLE	6245	CMQ	6245
47	CRLE	6246	CMQ	6246
48	CRLE	6247	CMQ	6247
49	CRLE	6248	CMQ	6248
50	CRLE	6249	CMQ	6249
51	CRLE	6250	CMQ	6250
52	CRLE	6251	CMQ	6251
53	CRLE	6252	CMQ	6252
54	CRLE	6253	CMQ	6253
55	CRLE	6254	CMQ	6254
56	CRLE	6255	CMQ	6255
57	CRLE	6256	CMQ	6256
58	CRLE	6257	CMQ	6257
59	CRLE	6258	CMQ	6258
60	CRLE	6259	CMQ	6259
61	CRLE	6260	CMQ	6260
62	CRLE	6261	CMQ	6261
63	CRLE	6262	CMQ	6262
64	CRLE	6263	CMQ	6263
65	CRLE	6264	CMQ	6264
66	CRLE	6265	CMQ	6265
67	CRLE	6266	CMQ	6266
68	CRLE	6267	CMQ	6267
69	CRLE	6268	CMQ	6268
70	CRLE	6269	CMQ	6269
71	CRLE	6270	CMQ	6270
72	CRLE	6271	CMQ	6271
73	CRLE	6272	CMQ	6272
74	CRLE	6273	CMQ	6273
75	CRLE	6275	CMQ	6275
76	CRLE	6276	CMQ	6276
77	CRLE	6277	CMQ	6277

78	CRLE	6278	CMQ	6278
79	CRLE	6279	CMQ	6279
80	CRLE	6280	CMQ	6280
81	CRLE	6281	CMQ	6281
82	CRLE	6282	CMQ	6282
83	CRLE	6283	CMQ	6283
84	CRLE	6284	CMQ	6284
85	CRLE	6285	CMQ	6285
86	CRLE	6286	CMQ	6286
87	CRLE	6287	CMQ	6287
88	CRLE	6288	CMQ	6288
89	CRLE	6289	CMQ	6289
90	CRLE	6290	CMQ	6290
91	CRLE	6291	CMQ	6291
92	CRLE	6292	CMQ	6292
93	CRLE	6293	CMQ	6293
94	CRLE	6294	CMQ	6294
95	CRLE	6296	CMQ	6296
96	CRLE	6297	CMQ	6297
97	CRLE	6298	CMQ	6298
98	CRLE	6299	CMQ	6299
99	CRLE	6300	CMQ	6300
100	CRLE	6301	CMQ	6301
101	CRLE	6302	CMQ	6302
102	CRLE	6303	CMQ	6303
103	CRLE	6304	CMQ	6304
104	CRLE	6305	CMQ	6305
105	CRLE	6306	CMQ	6306
106	CRLE	6307	CMQ	6307
107	CRLE	6308	CMQ	6308
108	CRLE	6309	CMQ	6309
109	CRLE	6310	CMQ	6310
110	CRLE	6311	CMQ	6311
111	CRLE	6312	CMQ	6312
112	CRLE	6313	CMQ	6313
113	CRLE	6314	CMQ	6314
114	CRLE	6315	CMQ	6315
115	CRLE	6316	CMQ	6316
116	CRLE	6317	CMQ	6317
117	CRLE	6318	CMQ	6318
118	CRLE	6319	CMQ	6319
119	CRLE	6320	CMQ	6320
120	CRLE	6321	CMQ	6321

121	CRLE	6322	CMQ	6322
122	CRLE	6323	CMQ	6323
123	CRLE	6324	CMQ	6324