RECORDATION NO. 25939-LL FILED
May 01, 2014 01:55 PM
SURFACE TRANSPORTATION BOARD

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May 1, 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 Memorandum of Assignment, dated as of May 1, 2014, 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 Numbers 25939, 29539-A and 29539-G.

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

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

Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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

19 covered hopper railcars within the series CMPX 252039 - CMPX 252061 (previously marked and numbered within the series PLMX 11031 – PLMX 11111) as more particularly set forth in the attachment to the document.

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

Memorandum of Assignment.

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

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MEMORANDUM OF ASSIGNMENT

This **MEMORANDUM OF ASSIGNMENT** is dated as of May 1, 2014, by and between **COMPASS RAIL VI CORPORATION**, a California corporation ("**Seller**") and **FIRST UNION RAIL CORPORATION**, a North Carolina corporation ("**Purchaser**").

The parties to this Memorandum hereby acknowledge and confirm the following:

1. Seller, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the "**Cars**") pursuant to that certain Master Lease Agreement dated as of August 1, 1988, Rider No. 23 and Rider No. 31 thereto (Rider No. 23, Rider No. 31, and the Master Lease Agreement as it pertains to Rider No. 23 and Rider No. 31, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to Gavilon Global AG Holdings, LLC.

2. A Memorandum of Assignment of Lease was filed with the Registrar General of Canada on March 26, 2007 as Document Key 18285.

3. Purchaser and Seller are parties to that certain Purchase and Sale Agreement dated as of May 1, 2014 and Assignment Agreement dated as of May 1, 2014, pursuant to which Seller has agreed to sell to Purchaser the Cars and assign and transfer to Purchaser all of Seller's rights, title and interest under the Lease, and Purchaser has agreed to purchase the Cars and agreed to the assignment.

4. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their duly authorized representatives as of the first date herein written above.

SELLER: COMPASS RAIL VI CORPORATION

By: Ben J. Assat

Title: Ben J. Assat

Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Assignment 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 the corporation.

Name: Ben J. Assat

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their duly authorized representatives as of the first date herein written above.

PURCHASER: FIRST UNION RAIL CORPORATION

By: _____
Title: Vice President Sales & Marketing

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Assignment was signed on behalf of First Union Rail Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the corporation.

Name: Richard F. Seymour

EXHIBIT A
to Memorandum of Assignment

DESCRIPTION OF CARS:

4700-4750 cu.ft. 100ton, C-113 covered hopper car equipped with trough hatches and gravity outlet gates

QUANTITY:

Nineteen (19)

CAR MARKS AND NUMBERS:

Rider No. 23

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	252039	PLMX	11034

Rider No. 31

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	252041	PLMX	11031
2	CMPX	252043	PLMX	11040
3	CMPX	252044	PLMX	11041
4	CMPX	252045	PLMX	11046
5	CMPX	252046	PLMX	11047
6	CMPX	252047	PLMX	11060
7	CMPX	252048	PLMX	11063
8	CMPX	252049	PLMX	11064
9	CMPX	252050	PLMX	11065
10	CMPX	252051	PLMX	11066
11	CMPX	252052	PLMX	11070
12	CMPX	252053	PLMX	11071
13	CMPX	252054	PLMX	11072
14	CMPX	252056	PLMX	11091
15	CMPX	252057	PLMX	11092
16	CMPX	252058	PLMX	11094
17	CMPX	252060	PLMX	11100
18	CMPX	252061	PLMX	11111

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: 5/1/14

Edward M. Luria

Edward M. Luria