RECORDATION NO. 29504-F 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 29504-B, 29504-D, 29886, 29886-A, 30381 and 30426.

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:

12 covered hopper within the series CMPX 470025 – CMPX 470095 (previously marked within the series GACX 72970 – GACX 73043) 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 October 2, 2009, Rider No. 3, Rider No. 4, Rider No. 6, Rider No. 7, and Rider No. 8 thereto (Rider No. 3, Rider No. 4, Rider No. 6, Rider No. 7, Rider No. 8 and the Master Lease Agreement as it pertains to Rider No. 3, Rider No. 4, Rider No. 6, Rider No. 7, and Rider No. 8, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to RheTech, Inc.

2. An Amendment No. 1 to Memorandum of Lease and Collateral Assignment of Lease was filed with the U.S. Surface Transportation Board on September 11, 2012 under recordation number 29504-D.

3. A Memorandum of Lease and Collateral Assignment of Lease was filed with the U.S. Surface Transportation Board on July 22, 2011 under recordation number 29504-B.

4. An Amendment No. 1 To Memorandum of Lease and Collateral Assignment of Lease was filed with the U.S. Surface Transportation Board on September 7, 2012 under recordation number 29866-A.

5. A Memorandum of Chattel Mortgage was filed with the U.S. Surface Transportation Board on August 19, 2011 under recordation number 29866.

6. 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.

7. 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. Assal

Title: 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. Assal

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: Richard F. Seymour
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:

AAR Car type C-214, 100 ton, interior lined, 5850 cfc capacity "plastic pellet" covered hopper cars, built between 1987 and 1990 by Trinity Industries and equipped with ten (10) 20" circular hatches and four (4) pneumatic unloading gates

QUANTITY:

Twelve (12)

CAR MARKS AND NUMBERS:

Rider No. 3

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	470033	GACX	72978

Rider No. 4

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	470025	GACX	72970
2	CMPX	470070	GACX	73017
3	CMPX	470095	GACX	73043

Rider No. 6

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	470054	GACX	72999
2	CMPX	470062	GACX	73008

Rider No. 7

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	470040	GACX	72985
2	CMPX	470053	GACX	72998
3	CMPX	470094	GACX	73042

Rider No. 8

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	470073	GACX	73020
2	CMPX	470067	GACX	73014
3	CMPX	470068	GACX	73015

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