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

April 30, 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 April 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and Collateral Assignment of Lease previously filed with the Board under Recordation Number 30424.

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

Chief  
Section of Administration  
April 30, 2014  
Page 2

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

81 covered hopper railcars within the series CMPX 470001 - CMPX 470096 as more particularly set forth in the attachment to the document.

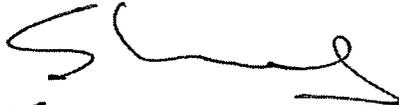
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**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 April 26, 2012 and Rider No. 1 thereto (Rider No. 1 and the Master Lease Agreement as it pertains to Rider No. 1, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to StarPet Inc.

2. 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.

3. 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: Bh J. Anaf  
Title: BOB J. ANAF  
Executive Vice President

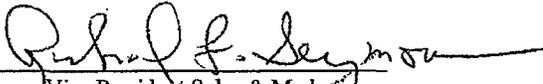
I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Assignment was signed on behalf of Compass Rail VI Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of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

Name: Bh J. Anaf

Memorandum of Assignment Lessee # 5 StarPet Inc.

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

Memorandum of Assignment Lessee # 5 StarPet Inc.

EXHIBIT A  
to Memorandum of Assignment

**DESCRIPTION OF CARS:**

5850 cubic foot capacity, 100-ton (263,000 lb. gross rail load) "plastic pellet" covered hopper cars equipped with interior coating, vented hatches and pneumatic outlet gates

**QUANTITY:**

Eighty-one (81)

**CAR MARKS AND NUMBERS:**

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	470001	GACX	72946
2	CMPX	470002	GACX	72947
3	CMPX	470003	GACX	72948
4	CMPX	470004	GACX	72949
5	CMPX	470005	GACX	72950
6	CMPX	470006	GACX	72951
7	CMPX	470007	GACX	72952
8	CMPX	470008	GACX	72953
9	CMPX	470009	GACX	72954
10	CMPX	470010	GACX	72955
11	CMPX	470011	GACX	72956
12	CMPX	470012	GACX	72957
13	CMPX	470013	GACX	72958
14	CMPX	470014	GACX	72959
15	CMPX	470015	GACX	72960
16	CMPX	470016	GACX	72961
17	CMPX	470017	GACX	72962
18	CMPX	470018	GACX	72963
19	CMPX	470019	GACX	72964
20	CMPX	470020	GACX	72965
21	CMPX	470021	GACX	72966
22	CMPX	470022	GACX	72967
23	CMPX	470023	GACX	72968
24	CMPX	470024	GACX	72969
25	CMPX	470026	GACX	72971
26	CMPX	470027	GACX	72972
27	CMPX	470028	GACX	72973
28	CMPX	470029	GACX	72974
29	CMPX	470030	GACX	72975
30	CMPX	470031	GACX	72976
31	CMPX	470034	GACX	72979
32	CMPX	470035	GACX	72980
33	CMPX	470036	GACX	72981
34	CMPX	470037	GACX	72982
35	CMPX	470038	GACX	72983
36	CMPX	470039	GACX	72984
37	CMPX	470041	GACX	72986
38	CMPX	470042	GACX	72987
39	CMPX	470043	GACX	72988

40	CMPX	470044	GACX	72989
41	CMPX	470045	GACX	72990
42	CMPX	470046	GACX	72991
43	CMPX	470047	GACX	72992
44	CMPX	470048	GACX	72993
45	CMPX	470049	GACX	72994
46	CMPX	470050	GACX	72995
47	CMPX	470051	GACX	72996
48	CMPX	470052	GACX	72997
49	CMPX	470055	GACX	73000
50	CMPX	470056	GACX	73002
51	CMPX	470057	GACX	73003
52	CMPX	470058	GACX	73004
53	CMPX	470059	GACX	72917
54	CMPX	470060	GACX	73006
55	CMPX	470061	GACX	73007
56	CMPX	470063	GACX	73009
57	CMPX	470064	GACX	73010
58	CMPX	470065	GACX	73011
59	CMPX	470066	GACX	73013
60	CMPX	470069	GACX	73016
61	CMPX	470071	GACX	73018
62	CMPX	470072	GACX	73019
63	CMPX	470074	GACX	73021
64	CMPX	470075	GACX	73022
65	CMPX	470076	GACX	73023
66	CMPX	470077	GACX	73024
67	CMPX	470078	GACX	73025
68	CMPX	470079	GACX	73026
69	CMPX	470080	GACX	73027
70	CMPX	470081	GACX	73044
71	CMPX	470082	GACX	73029
72	CMPX	470084	GACX	73032
73	CMPX	470085	GACX	73033
74	CMPX	470086	GACX	73034
75	CMPX	470087	GACX	73035
76	CMPX	470088	GACX	73036
77	CMPX	470089	GACX	73037
78	CMPX	470090	GACX	73038
79	CMPX	470092	GACX	73040
80	CMPX	470093	GACX	73041
81	CMPX	470096	GACX	73046

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