RECORDATION NO. 30380-A FILED
October 01, 2014 04:30 PM
SURFACE TRANSPORTATION BOARD

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October 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 a Memorandum of Assignment, dated as of October 1, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease previously filed with the Board under Recordation Number 29504, 29504-A and 30380.

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

Assignor/Seller: Compass Rail IV Corporation
750 Battery Street, Suite 430
San Francisco, California 94111

Assignee/Buyer: 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:

11 covered hopper railcars: CRVX 470097, CRVX 470098, CRVX 470100, CRVX 470101, CRVX 470102 and CRVX 470104 – CRVX 470109, inclusive.

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

Memorandum of Assignment.

Also enclosed is a check in the amount of $43.00 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 October [ ], 2014 (the "**Memorandum**"), by and between **COMPASS RAIL IV 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 Railcar Lease Agreement dated as of October 2, 2009, Rider No. 1, Rider No. 2, and Rider No. 5 thereto (Rider No. 1, Rider No. 2, Rider No. 5 and the Railcar Lease Agreement as it pertains to Rider No. 1, Rider No. 2, and Rider No. 5, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "**Lease**") to RheTech, Inc.

2. Memoranda of Lease were filed with the U.S. Surface Transportation Board on October 8, 2010 under recordation numbers 29504 and 29504-A.

3. A Memorandum of Lease was filed with the U.S. Surface Transportation Board on September 11, 2012 under recordation number 30380.

4. Purchaser and Seller are parties to that certain Purchase and Sale Agreement dated as of October [ ], 2014 and Assignment Agreement dated as of October [ ], 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.

5. 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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Compass Rail IV Corporation by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Compass Rail IV Corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

SELLER: COMPASS RAIL IV CORPORATION

By: Ben J. Assaf
Title: Ben J. Assaf
Name: Executive Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of First Union Rail Corporation by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of First Union Rail Corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

PURCHASER: FIRST UNION RAIL CORPORATION

By:_____
Title:_____
Name:_____

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.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Compass Rail IV Corporation by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Compass Rail IV Corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

SELLER: COMPASS RAIL IV CORPORATION

By:_____
Title:_____
Name:_____

I certify that I hold the title set forth below, that this instrument was signed on behalf of First Union Rail Corporation by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of First Union Rail Corporation. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

PURCHASER: FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales & Marketing

EXHIBIT A
to Memorandum of Assignment

DESCRIPTION OF CARS:

AAR Car type C-214, 100 ton, interior lined, 5800 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:

Eleven (11)

CAR MARKS AND NUMBERS:

Rider No. 1

	Old Mark	Old No.	Current Mark	Current No.
1	CMPX	470097	CRVX	470097
2	CMPX	470098	CRVX	470098
3	CMPX	470104	CRVX	470104
4	CMPX	470105	CRVX	470105
5	CMPX	470106	CRVX	470106
6	CMPX	470107	CRVX	470107
7	CMPX	470108	CRVX	470108
8	CMPX	470109	CRVX	470109

Rider No. 2

1	CRVX	470100
2	CRVX	470101

Rider No. 5

1	CRVX	470102

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: 10/1/2014

Edward M Luria

Edward M. Luria