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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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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 of Lease, 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 Memorandum of Lease previously filed with the Board under Recordation Number 30425.

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

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

Assignee: Compass Rail IV Corporation
750 Battery Street, Suite 430
San Francisco, California 94111

Section Chief
October 1, 2014
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A description of the railroad equipment covered by the enclosed document is:

4 railcars: CRVX 470099, CRVX 470103, CRVX 470110 and CRVX 470111.

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

Memorandum of Assignment of Lease.

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,

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

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of October 1, 2014 is made by COMPASS RAIL VI CORPORATION, a California corporation with an address at 750 Battery Street, Suite 420, San Francisco, California 94111 (the "Assignor"), and COMPASS RAIL IV CORPORATION, a California corporation with an address at 750 Battery Street, Suite 430, San Francisco, CA 941111 (the "Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

The Assignor and StarPet, Inc. (the "Lessee") have entered into the Lease specified on Schedule 1 hereto (the "Lease").

Pursuant to the Lease, the Assignor has leased to the Lessee the railcars specified on Schedule 1 hereto (the "Cars"). Documents regarding the Railcars have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") under Recordation Nos. 30425 (filed 09/28.2012).

The Assignor has assigned the Lease to the Assignee with respect to the Cars, and the Assignee has assumed the Lease of the Cars, effective as of the date hereof.

This Memorandum of Assignment of Lease is entered into for the purpose of satisfying the requirements of recordation with the STB under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, the Assignor has caused this Memorandum of Assignment Lease to be duly 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.

COMPASS RAIL VI CORPORATION

By: Ben J. Assaf

Name: Ben J. Assaf

Title: Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office at Compass Rail VI Corporation specified above under my name, that this Memorandum of Assignment of Lease 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 Compass Rail VI Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Signature

Name Ben J. Assaf

Dated October 1, 2014

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE

The Lease:

RIDER NO. 2 DATED AS OF APRIL 10, 2014 TO RAILCAR MASTER LEASE AGREEMENT BETWEEN COMPASS RAIL VI CORPORATION (LESSOR) AND STARPET INC. (LESSEE) DATED AS OF APRIL 26, 2012 ("MASTER LEASE AGREEMENT").

The Cars:

Four (4) 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 with the following marks:.

1	CRVX	470099
2	CRVX	470103
3	CRVX	470110
4	CRVX	470111

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