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

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 Number 29501.

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

Assignor:	Compass Rail VIII 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  
May 1, 2014  
Page 2

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

43 covered hopper railcars within the series CMPX 251005 – CMPX 251186 and CMPX 252065 - CMPX 252150 (previously marked and numbered within the series STAX 76006 – STAX 76232, NAHX 55463 – NAHX 65091, NAHX 476406 – NAHX 489342, PLMX 1352 – PLMX 1366 and PLMX 10555 – PLMX 11775) as 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

**MEMORANDUM OF ASSIGNMENT**

This **MEMORANDUM OF ASSIGNMENT** is dated as of May 1 2014, by and between **COMPASS RAIL VIII 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 30, 2010, Rider No. 1, Rider No. 2, Rider No. 5, and Rider No. 6 thereto (Rider No. 1, Rider No. 2, Rider No. 5, Rider No. 6, and the Master Lease Agreement as it pertains to Rider No. 1, Rider No. 2, Rider No. 5, and Rider No. 6, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Cudd Pumping Services, Inc.

2. A Memorandum of Lease and collateral Assignment of Lease was filed with the U.S. Surface Transportation Board on June 3, 2007 under recordation number 29501-B.

3. A Memorandum of Lease and Collateral Assignment of Lease was filed with the U.S. Surface Transportation Board on August 14, 2012 under recordation number 29051-C.

4. 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.

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.

**SELLER: COMPASS RAIL VIII CORPORATION**

By: Bh J. Assaf  
Title: Ben J. Assaf  
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 VIII 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. Assaf

Memorandum of Assignment Lessee # 14 Cudd Pumping Services, 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 # 14 Cudd Pumping Services, Inc.

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EXHIBIT A  
to Memorandum of Assignment

**DESCRIPTION OF CARS:**

Twenty (20) AAR Car type code C-113, 100 ton, 4600 cubic foot capacity, covered hopper cars built by ACF in 1980; and twenty-three (23) AAR Car type code C-113, 100 ton 4750 cubic foot capacity, covered hopper cars equipped with trough hatches and 24" \* 30" gravity outlet gates

**QUANTITY:**

Forty-three (43)

**CAR MARKS AND NUMBERS:**

Rider No. 1

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	251005	STAX	76006
2	CMPX	251009	STAX	76013
3	CMPX	251031	STAX	76040
4	CMPX	251035	STAX	76045
5	CMPX	251040	STAX	76050
6	CMPX	251052	STAX	76066
7	CMPX	251055	STAX	76071
8	CMPX	251059	STAX	76076
9	CMPX	251166	STAX	76208
10	CMPX	251073	STAX	76095
11	CMPX	251087	STAX	76111
12	CMPX	251103	STAX	76135
13	CMPX	251106	STAX	76138
14	CMPX	251124	STAX	76161
15	CMPX	251125	STAX	76162
16	CMPX	251142	STAX	76182
17	CMPX	251164	STAX	76205
18	CMPX	251165	STAX	76206
19	CMPX	251172	STAX	76214
20	CMPX	251186	STAX	76232

Rider No. 2

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	252065	NAHX	55463
2	CMPX	252066	NAHX	55626
3	CMPX	252070	NAHX	63806
4	CMPX	252072	NAHX	65091
5	CMPX	252075	NAHX	476406
6	CMPX	252078	NAHX	480729
7	CMPX	252080	NAHX	480846
8	CMPX	252081	NAHX	480952
9	CMPX	252082	NAHX	480994
10	CMPX	252084	NAHX	483154

11	CMPX	252086	NAHX	483180
12	CMPX	252092	NAHX	484950
13	CMPX	252096	NAHX	489342

**Rider No. 5**

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	252109	PLMX	10555
2	CMPX	252111	PLMX	10559
3	CMPX	252112	PLMX	10560
4	CMPX	252114	PLMX	10565
5	CMPX	252137	PLMX	10611
6	CMPX	252140	PLMX	10738
7	CMPX	252150	PLMX	11775

**Rider No. 6**

	Current Mark	Current No.	Prior Mark	Prior No.
1	CMPX	252098	PLMX	1352
2	CMPX	252102	PLMX	1365
3	CMPX	252103	PLMX	1366

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