

RECORDATION NO. 25630 FILED

JUN 10 2005 1:03 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

SUITE 301  
WASHINGTON, D.C.

20036

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

June 10, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 11, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Compass Rail V Corporation 750 Battery Street Suite 430 San Francisco, California 94111
Lessee:	Alabama Railroad Co. RR2, Box 209 Monroeville, Alabama 36460

Mr. Vernon A. Williams  
June 10, 2005  
Page 2

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

20 boxcars within the series NOKL 537811 - NOKL 537962 (formerly within the series SLGG 16011 – SLGG 16162) as more particularly set forth in the equipment schedule attached to the document.

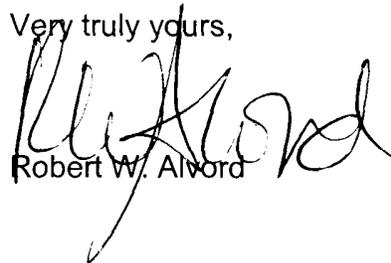
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alford

RWA/anm  
Enclosures

MEMORANDUM OF LEASE  
As of April 11, 2005

JUN 10 2005 1-03 PM

THIS MEMORANDUM OF LEASE is intended to evidence the PER DIEM RENT AGREEMENT dated as of April 11, 2005 (the "Lease") by and between COMPASS RAIL V CORPORATION, a California corporation with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and ALABAMA RAILROAD CO., an Iowa corporation with offices at RR2, Box 209, Monroeville, AL 36460 ("Lessee"). This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

Pursuant to the Lease, the Lessor has leased to the Lessee the Railcars specified on Schedule 1 attached hereto.

IN WITNESS WHEREOF, Lessor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declares 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 his signature.

LESSOR:

Compass Rail V Corporation

By: Ben J. Assaf  
Title: E.V.P.  
Dated: 6-9-05

State of California )  
County of San Francisco )

On this 9 day of June, 2005, before me personally appeared Ben J. Assaf, to me personally known, who being by me duly sworn says that such person is Executive Vice President of Compass Rail V Corporation, that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jovina Havard  
Notary Public  
My commission expires 4-9-09



## SCHEDULE 1: RAILCARS

Twenty (20) fifty (50)-foot, seventy (70)-ton, plate B double door grandfathered boxcars equipped with 16' sliding doors, 50K nailable steel fleets and 15" end-of-car cushioning as specified below:

Prior Mark		New Mark	
SLGG	16011	NOKL	537811
SLGG	16015	NOKL	537815
SLGG	16025	NOKL	537825
SLGG	16039	NOKL	537839
SLGG	16048	NOKL	537848
SLGG	16070	NOKL	537870
SLGG	16073	NOKL	537873
SLGG	16084	NOKL	537884
SLGG	16086	NOKL	537886
SLGG	16089	NOKL	537889
SLGG	16090	NOKL	537890
SLGG	16093	NOKL	537893
SLGG	16094	NOKL	537894
SLGG	16095	NOKL	537895
SLGG	16098	NOKL	537898
SLGG	16134	NOKL	537934
SLGG	16144	NOKL	537944
SLGG	16150	NOKL	537950
SLGG	16153	NOKL	537953
SLGG	16162	NOKL	537962