

RECORDATION NO. 27364-A  
FILED

FEB 01 '08 -11 10 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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Elias C. Alvord (1942)  
Ellsworth C. Alvord (1964)

OF COUNSEL  
URBAN A. LESTER

February 1, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Mortgage, dated as of February 1, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27364.

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

Debtor: Compass Rail XIII Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111

Secured Party: Credit Industriel et Commercial, New York  
Branch  
520 Madison Avenue  
New York, NY 10022

Anne K. Quinlan, Esquire  
February 1, 2008  
Page 2

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

701 bi-level autoracks within the series UPL 52589 - UPL 53641 and 85 bi-level autoracks to be rebuilt within the series UPL 52625 - UPL 53624 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 Mortgage.

Also enclosed is a check in the amount of \$35.00 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. Alvord

RWA/sem  
Enclosures

FEB 01 '08

-11 10 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MORTGAGE**

Memorandum of Mortgage, made and entered into as of February 1, 2008 between COMPASS RAIL XIII CORPORATION, (the "Debtor") and CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH, as Security Agent under the Security Agreement referred to below (together with its successors and permitted assigns, the "Secured Party"). Terms used in this instrument have the meanings assigned thereto in the Security Agreement [Compass/Union Pacific] dated as of February 1, 2008 (as supplemented, including by Security Agreement Supplement No. 1 dated the date hereof, the "Security Agreement") between the Secured Party and the Debtor.

**WITNESSETH:**

Subject to the terms and conditions, covenants and agreements set forth in the Security Agreement and pursuant to the Security Agreement, the Debtor assigned, mortgaged, pledged, hypothecated, transferred and set over to the Secured Party and granted to the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to the Equipment as more fully described on Exhibit A attached hereto and in the Lease referred to on Exhibit B attached hereto and agreed that the Equipment and the Lease shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 2.1 of the Security Agreement.

This memorandum may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this memorandum by signing such counterpart.

[Memorandum of Mortgage]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

COMPASS RAIL XIII CORPORATION

CREDIT INDUSTRIEL ET COMMERCIAL,  
NEW YORK BRANCH, as Security Agent

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

By \_\_\_\_\_  
Name:  
Title:

By \_\_\_\_\_  
Name:  
Title:

# CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

State of California

County of San Francisco

On January 29, 2008 before me, Elis Bradshaw  
(Here insert name and title of the officer)

personally appeared Ben J. Assaf

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Elis Bradshaw  
Signature of Notary Public



## ADDITIONAL OPTIONAL INFORMATION

**DESCRIPTION OF THE ATTACHED DOCUMENT**

Memorandum of Mortgage  
(Title or description of attached document)

\_\_\_\_\_  
(Title or description of attached document continued)

Number of Pages \_\_\_\_\_ Document Date \_\_\_\_\_

\_\_\_\_\_  
(Additional information)

**CAPACITY CLAIMED BY THE SIGNER**

Individual (s)

Corporate Officer  
EVP  
(Title)

Partner(s)

Attorney-in-Fact

Trustee(s)

Other \_\_\_\_\_

### INSTRUCTIONS FOR COMPLETING THIS FORM

*Any acknowledgment completed in California must contain verbiage exactly as appears above in the notary section or a separate acknowledgment form must be properly completed and attached to that document. The only exception is if a document is to be recorded outside of California. In such instances, any alternative acknowledgment verbiage as may be printed on such a document so long as the verbiage does not require the notary to do something that is illegal for a notary in California (i.e. certifying the authorized capacity of the signer). Please check the document carefully for proper notarial wording and attach this form if required.*

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they-, is /are ) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
  - ◊ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
  - ◊ Indicate title or type of attached document, number of pages and date.
  - ◊ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document

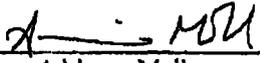
[Memorandum of Mortgage]

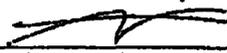
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

COMPASS RAIL XIII CORPORATION

CREDIT INDUSTRIEL ET COMMERCIAL,  
NEW YORK BRANCH, as Security Agent

By \_\_\_\_\_  
Name:  
Title:

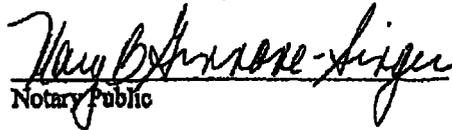
By  \_\_\_\_\_  
Name: Adrienne Molloy  
Title: Vice President

By  \_\_\_\_\_  
Name: Alex Aupoix  
Title: Vice President

[Memorandum of Mortgage]

STATE OF New York )  
COUNTY OF New York ) ss.:

On the 30th day of January in the year 2008 before me personally came ADRIENNE MOLLOY to me known, who, being by me duly sworn, did depose and say that he/she/they reside(s) at 520 MADISON AVE, NEW YORK, NY 10022; that he/she/they is (are) the VICE PRESIDENT ((president or other officer or director or attorney in fact) duly appointed) of the Secured Party, the national banking association described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by authority of the board of directors of said corporation.

  
Notary Public

[Notarial Seal]

MARY B. GINNANE-SINGER  
Notary Public, State of New York  
No. 01618058784  
Qualified in Queens County  
Commission Expires May 14, 2011



**Schedule of 786 Autoracks**

**701 rebuilt bi-level Autoracks**

Rack Count	New Rack Mark	New Rack No.	Rack Count	New Rack Mark	New Rack No.	Rack Count	New Rack Mark	New Rack No.	Rack Count	New Rack Mark	New Rack No.
1	UPL	53560	176	UPL	52830	351	UPL	52880	526	UPL	53313
2	UPL	53320	177	UPL	52655	352	UPL	52939	527	UPL	52927
3	UPL	53603	178	UPL	52716	353	UPL	53481	528	UPL	53368
4	UPL	53399	179	UPL	52637	354	UPL	53038	529	UPL	53518
5	UPL	53610	180	UPL	52801	355	UPL	53046	530	UPL	52809
6	UPL	53489	181	UPL	52622	356	UPL	53535	531	UPL	52775
7	UPL	52674	182	UPL	52756	357	UPL	53552	532	UPL	53640
8	UPL	53419	183	UPL	52796	358	UPL	52899	533	UPL	53462
9	UPL	52688	184	UPL	52937	359	UPL	52726	534	UPL	53600
10	UPL	53021	185	UPL	52819	360	UPL	52940	535	UPL	52768
11	UPL	52974	186	UPL	52727	361	UPL	53546	536	UPL	52812
12	UPL	53463	187	UPL	52747	362	UPL	53360	537	UPL	53312
13	UPL	52777	188	UPL	52722	363	UPL	53548	538	UPL	53030
14	UPL	52811	189	UPL	52707	364	UPL	53452	539	UPL	53559
15	UPL	52816	190	UPL	52699	365	UPL	53001	540	UPL	52900
16	UPL	53004	191	UPL	52592	366	UPL	53382	541	UPL	52859
17	UPL	52643	192	UPL	52599	367	UPL	52751	542	UPL	53593
18	UPL	52918	193	UPL	52591	368	UPL	52979	543	UPL	53310
19	UPL	53502	194	UPL	52819	369	UPL	53471	544	UPL	53395
20	UPL	53609	195	UPL	53513	370	UPL	52879	545	UPL	52982
21	UPL	53596	196	UPL	52682	371	UPL	53022	546	UPL	52855
22	UPL	52616	197	UPL	52686	372	UPL	53392	547	UPL	52931
23	UPL	53633	198	UPL	52843	373	UPL	53340	548	UPL	53449
24	UPL	53486	199	UPL	52590	374	UPL	53500	549	UPL	52728
25	UPL	52702	200	UPL	52677	375	UPL	53404	550	UPL	52754
26	UPL	52711	201	UPL	52826	376	UPL	53033	551	UPL	52907
27	UPL	53298	202	UPL	52698	377	UPL	52946	552	UPL	53568
28	UPL	52708	203	UPL	52670	378	UPL	53503	553	UPL	52837
29	UPL	52663	204	UPL	52666	379	UPL	53492	554	UPL	52724
30	UPL	52692	205	UPL	52929	380	UPL	52850	555	UPL	53432
31	UPL	52683	206	UPL	52805	381	UPL	53443	556	UPL	53542
32	UPL	52634	207	UPL	52651	382	UPL	53303	557	UPL	52948
33	UPL	53401	208	UPL	52935	383	UPL	53381	558	UPL	53512
34	UPL	52617	209	UPL	52681	384	UPL	52820	559	UPL	52864
35	UPL	52648	210	UPL	52676	385	UPL	52867	560	UPL	53041
36	UPL	52876	211	UPL	52759	386	UPL	52936	561	UPL	53620
37	UPL	52642	212	UPL	52773	387	UPL	52984	562	UPL	53623
38	UPL	53011	213	UPL	52646	388	UPL	52761	563	UPL	53528
39	UPL	52665	214	UPL	53544	389	UPL	53538	564	UPL	53588
40	UPL	52629	215	UPL	52611	390	UPL	53016	565	UPL	53545
41	UPL	52693	216	UPL	52604	391	UPL	52807	566	UPL	53507
42	UPL	52813	217	UPL	52658	392	UPL	53566	567	UPL	53511
43	UPL	52614	218	UPL	52662	393	UPL	53456	568	UPL	53540
44	UPL	52917	219	UPL	52615	394	UPL	52786	569	UPL	53529

45	UPL	52866	220	UPL	52717	395	UPL	53424	570	UPL	53627
46	UPL	52653	221	UPL	53391	396	UPL	52976	571	UPL	53636
47	UPL	52710	222	UPL	52853	397	UPL	53581	572	UPL	53599
48	UPL	52689	223	UPL	53523	398	UPL	52834	573	UPL	53478
49	UPL	52639	224	UPL	52675	399	UPL	52904	574	UPL	53470
50	UPL	52664	225	UPL	52748	400	UPL	53466	575	UPL	52750
51	UPL	52613	226	UPL	53347	401	UPL	53355	576	UPL	52992
52	UPL	52661	227	UPL	52605	402	UPL	52743	577	UPL	53469
53	UPL	52610	228	UPL	52659	403	UPL	52720	578	UPL	52825
54	UPL	52679	229	UPL	52993	404	UPL	52858	579	UPL	52833
55	UPL	52606	230	UPL	52947	405	UPL	53551	580	UPL	53521
56	UPL	52647	231	UPL	53584	406	UPL	53414	581	UPL	53488
57	UPL	52608	232	UPL	52640	407	UPL	53010	582	UPL	53434
58	UPL	52602	233	UPL	52690	408	UPL	53619	583	UPL	52735
59	UPL	52654	234	UPL	52623	409	UPL	52831	584	UPL	53477
60	UPL	52632	235	UPL	52684	410	UPL	52797	585	UPL	52806
61	UPL	53480	236	UPL	53346	411	UPL	53612	586	UPL	53641
62	UPL	53352	237	UPL	53563	412	UPL	53438	587	UPL	52889
63	UPL	52598	238	UPL	52680	413	UPL	53444	588	UPL	52943
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65	UPL	52870	240	UPL	52913	415	UPL	53590	590	UPL	53307
66	UPL	52660	241	UPL	53430	416	UPL	52952	591	UPL	53402
67	UPL	52596	242	UPL	53509	417	UPL	52945	592	UPL	53332
68	UPL	52871	243	UPL	53356	418	UPL	52737	593	UPL	53604
69	UPL	52828	244	UPL	53425	419	UPL	53040	594	UPL	52857
70	UPL	53327	245	UPL	52888	420	UPL	52774	595	UPL	53569
71	UPL	53808	246	UPL	52915	421	UPL	53428	596	UPL	53333
72	UPL	53454	247	UPL	52928	422	UPL	52896	597	UPL	53353
73	UPL	52685	248	UPL	53460	423	UPL	52739	598	UPL	53385
74	UPL	52706	249	UPL	53427	424	UPL	52766	599	UPL	52977
75	UPL	52839	250	UPL	53514	425	UPL	52742	600	UPL	53595
76	UPL	52609	251	UPL	53302	426	UPL	52908	601	UPL	53377
77	UPL	52641	252	UPL	53564	427	UPL	52744	602	UPL	53570
78	UPL	52656	253	UPL	53557	428	UPL	53330	603	UPL	53345
79	UPL	53487	254	UPL	53380	429	UPL	53526	604	UPL	52941
80	UPL	53598	255	UPL	52776	430	UPL	53044	605	UPL	52957
81	UPL	52835	256	UPL	53626	431	UPL	53458	606	UPL	53350
82	UPL	52713	257	UPL	53420	432	UPL	53386	607	UPL	52970
83	UPL	53554	258	UPL	53383	433	UPL	53534	608	UPL	53541
84	UPL	53516	259	UPL	53034	434	UPL	52746	609	UPL	53632
85	UPL	53388	260	UPL	53031	435	UPL	53558	610	UPL	53349
86	UPL	53335	261	UPL	52799	436	UPL	53374	611	UPL	53018
87	UPL	53008	262	UPL	53339	437	UPL	53037	612	UPL	53426
88	UPL	52898	263	UPL	53343	438	UPL	53366	613	UPL	53020
89	UPL	53393	264	UPL	52808	439	UPL	52745	614	UPL	52810
90	UPL	52836	265	UPL	53607	440	UPL	52920	615	UPL	53397
91	UPL	53422	266	UPL	53338	441	UPL	53508	616	UPL	52995
92	UPL	53294	267	UPL	53331	442	UPL	52738	617	UPL	53565
93	UPL	53301	268	UPL	53361	443	UPL	52861	618	UPL	53435
94	UPL	53550	269	UPL	52803	444	UPL	53354	619	UPL	53344

95	UPL	52631	270	UPL	53504	445	UPL	52967	620	UPL	52772
96	UPL	52625	271	UPL	53315	446	UPL	52840	621	UPL	53375
97	UPL	53613	272	UPL	53039	447	UPL	53597	622	UPL	53494
98	UPL	52897	273	UPL	53372	448	UPL	53299	623	UPL	52938
99	UPL	52668	274	UPL	53472	449	UPL	52792	624	UPL	53433
100	UPL	52644	275	UPL	53337	450	UPL	53032	625	UPL	52760
101	UPL	53580	276	UPL	53505	451	UPL	52725	626	UPL	52886
102	UPL	52652	277	UPL	52852	452	UPL	52793	627	UPL	52909
103	UPL	52620	278	UPL	52955	453	UPL	52770	628	UPL	52894
104	UPL	52689	279	UPL	52785	454	UPL	52934	629	UPL	53029
105	UPL	52636	280	UPL	53319	455	UPL	52815	630	UPL	53329
106	UPL	53574	281	UPL	52925	456	UPL	53421	631	UPL	53473
107	UPL	52618	282	UPL	53628	457	UPL	53047	632	UPL	52895
108	UPL	53577	283	UPL	53348	458	UPL	53357	633	UPL	53024
109	UPL	52703	284	UPL	52981	459	UPL	53000	634	UPL	53003
110	UPL	53405	285	UPL	53308	460	UPL	52997	635	UPL	53615
111	UPL	52791	286	UPL	53351	461	UPL	52732	636	UPL	53378
112	UPL	53572	287	UPL	53571	462	UPL	52730	637	UPL	52932
113	UPL	52942	288	UPL	53605	463	UPL	53027	638	UPL	52881
114	UPL	52841	289	UPL	52930	464	UPL	53601	639	UPL	53002
115	UPL	53328	290	UPL	52804	465	UPL	52784	640	UPL	53527
116	UPL	52712	291	UPL	53306	466	UPL	53418	641	UPL	52922
117	UPL	53482	292	UPL	53007	467	UPL	53411	642	UPL	52991
118	UPL	53625	293	UPL	52822	468	UPL	53498	643	UPL	52765
119	UPL	52594	294	UPL	53483	469	UPL	53436	644	UPL	53576
120	UPL	52916	295	UPL	53592	470	UPL	52862	645	UPL	52883
121	UPL	53390	296	UPL	52944	471	UPL	52814	646	UPL	53522
122	UPL	52719	297	UPL	53634	472	UPL	53457	647	UPL	52960
123	UPL	53409	298	UPL	52968	473	UPL	52821	648	UPL	53517
124	UPL	53484	299	UPL	53376	474	UPL	52891	649	UPL	53367
125	UPL	53300	300	UPL	53543	475	UPL	53582	650	UPL	53043
126	UPL	52709	301	UPL	53379	476	UPL	52856	651	UPL	53487
127	UPL	52965	302	UPL	53567	477	UPL	53524	652	UPL	53446
128	UPL	52783	303	UPL	53342	478	UPL	53314	653	UPL	52835
129	UPL	52695	304	UPL	53364	479	UPL	52752	654	UPL	53491
130	UPL	53617	305	UPL	53638	480	UPL	52959	655	UPL	53614
131	UPL	52691	306	UPL	53573	481	UPL	53394	656	UPL	52764
132	UPL	52954	307	UPL	52884	482	UPL	53413	657	UPL	53009
133	UPL	52697	308	UPL	52989	483	UPL	52790	658	UPL	53531
134	UPL	52704	309	UPL	53439	484	UPL	52863	659	UPL	53519
135	UPL	52673	310	UPL	52844	485	UPL	53616	660	UPL	53485
136	UPL	52700	311	UPL	53575	486	UPL	53586	661	UPL	53322
137	UPL	52842	312	UPL	52971	487	UPL	53015	662	UPL	53373
138	UPL	52705	313	UPL	52983	488	UPL	53005	663	UPL	52910
139	UPL	52649	314	UPL	53630	489	UPL	53440	664	UPL	53359
140	UPL	53497	315	UPL	52781	490	UPL	52903	665	UPL	53496
141	UPL	53637	316	UPL	53006	491	UPL	52980	666	UPL	52878
142	UPL	53035	317	UPL	53485	492	UPL	52729	667	UPL	53622
143	UPL	52612	318	UPL	52887	493	UPL	53635	668	UPL	53506
144	UPL	52626	319	UPL	53445	494	UPL	53371	669	UPL	52736

145	UPL	52657	320	UPL	53036	495	UPL	53474	670	UPL	52990
146	UPL	52949	321	UPL	53549	496	UPL	53431	671	UPL	52763
147	UPL	52953	322	UPL	53561	497	UPL	52767	672	UPL	52999
148	UPL	53025	323	UPL	52933	498	UPL	52926	673	UPL	53611
149	UPL	52624	324	UPL	53026	499	UPL	52829	674	UPL	53450
150	UPL	52603	325	UPL	52787	500	UPL	53324	675	UPL	52802
151	UPL	52627	326	UPL	52778	501	UPL	53555	676	UPL	53012
152	UPL	52817	327	UPL	52757	502	UPL	52994	677	UPL	53295
153	UPL	52866	328	UPL	53606	503	UPL	53014	678	UPL	53023
154	UPL	52833	329	UPL	52723	504	UPL	52987	679	UPL	53479
155	UPL	52678	330	UPL	52923	505	UPL	52795	680	UPL	52901
156	UPL	52779	331	UPL	53475	506	UPL	53501	681	UPL	53515
157	UPL	52696	332	UPL	53447	507	UPL	52868	682	UPL	52911
158	UPL	53358	333	UPL	52780	508	UPL	53396	683	UPL	52846
159	UPL	52667	334	UPL	52845	509	UPL	52986	684	UPL	52924
160	UPL	53510	335	UPL	53589	510	UPL	52854	685	UPL	53525
161	UPL	52794	336	UPL	53476	511	UPL	52874	686	UPL	53362
162	UPL	52872	337	UPL	53297	512	UPL	52890	687	UPL	52762
163	UPL	52650	338	UPL	53532	513	UPL	53410	688	UPL	53370
164	UPL	52595	339	UPL	53437	514	UPL	53562	689	UPL	53304
165	UPL	52621	340	UPL	52758	515	UPL	53325	690	UPL	52838
166	UPL	52848	341	UPL	53296	516	UPL	53553	691	UPL	52892
167	UPL	52865	342	UPL	53536	517	UPL	53629	692	UPL	53631
168	UPL	52827	343	UPL	52824	518	UPL	53621	693	UPL	53369
169	UPL	52718	344	UPL	53441	519	UPL	53448	694	UPL	53309
170	UPL	53311	345	UPL	53013	520	UPL	53453	695	UPL	53406
171	UPL	52607	346	UPL	52978	521	UPL	52860	696	UPL	52893
172	UPL	52963	347	UPL	53028	522	UPL	52956	697	UPL	53019
173	UPL	52969	348	UPL	52733	523	UPL	52885	698	UPL	52875
174	UPL	53591	349	UPL	52755	524	UPL	53293	699	UPL	53417
175	UPL	53602	350	UPL	53530	525	UPL	53451	700	UPL	53423
									701	UPL	53317

**85 bi-level Autoracks to be rebuilt**

Rack Count	Future Rack Mark	Current Rack No.	Future Rack No.	Rack Count	Future Rack Mark	Current Rack No.	Future Rack No.
702	UPL	3578	53578	745	UPL	3318	53318
703	UPL	2714	52714	746	UPL	2988	52988
704	UPL	2672	52672	747	UPL	3499	53499
705	UPL	2782	52782	748	UPL	3305	53305
706	UPL	2628	52628	749	UPL	2740	52740
707	UPL	2749	52749	750	UPL	3336	53336
708	UPL	3403	53403	751	UPL	3326	53326
709	UPL	2667	52667	752	UPL	3493	53493
710	UPL	2715	52715	753	UPL	2905	52905
711	UPL	3583	53583	754	UPL	3316	53316
712	UPL	3624	53624	755	UPL	3341	53341
713	UPL	3017	53017	756	UPL	3464	53464
714	UPL	2638	52638	757	UPL	3556	53556

715	UPL	2597	52597	758	UPL	2847	52847
716	UPL	2882	52882	759	UPL	3442	53442
717	UPL	2589	52589	760	UPL	3389	53389
718	UPL	2671	52671	761	UPL	3416	53416
719	UPL	3400	53400	762	UPL	2731	52731
720	UPL	2593	52593	763	UPL	3042	53042
721	UPL	2701	52701	764	UPL	3539	53539
722	UPL	2694	52694	765	UPL	3461	53461
723	UPL	2998	52998	766	UPL	3045	53045
724	UPL	2950	52950	767	UPL	2832	52832
725	UPL	3618	53618	768	UPL	2823	52823
726	UPL	2851	52851	769	UPL	2902	52902
727	UPL	3321	53321	770	UPL	3639	53639
728	UPL	2962	52962	771	UPL	3547	53547
729	UPL	2801	52801	772	UPL	3363	53363
730	UPL	3408	53408	773	UPL	2912	52912
731	UPL	3585	53585	774	UPL	2753	52753
732	UPL	3520	53520	775	UPL	2958	52958
733	UPL	3587	53587	776	UPL	2873	52873
734	UPL	3490	53490	777	UPL	2996	52996
735	UPL	3459	53459	778	UPL	3579	53579
736	UPL	2973	52973	779	UPL	3455	53455
737	UPL	2985	52985	780	UPL	2789	52789
738	UPL	3429	53429	781	UPL	2849	52849
739	UPL	2769	52769	782	UPL	2800	52800
740	UPL	2951	52951	783	UPL	3398	53398
741	UPL	2919	52919	784	UPL	3384	53384
742	UPL	3468	53468	785	UPL	3594	53594
743	UPL	3407	53407	786	UPL	2798	52798
744	UPL	2734	52734				

**EXHIBIT B**

Master Lease Agreement made and entered into as of October 22, 2003 between Seller and Lessee, together with (and only to the extent of) Rider No. 1 to Master Lease Agreement No. 5188, dated December 1, 2003 (together, the "Lease") between COMPASS RAIL XIII CORPORATION with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 (successor to GATX Corporation) ("Lessor") and UNION PACIFIC RAILROAD COMPANY a Delaware corporation with offices at 1416 Dodge Street, Omaha, NE 68179 ("Lessee").

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 2/1/08



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Robert W. Alvord