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RECORDATION NO. 29504-B FILED

JUL 22 '11 -4 00 PM

SURFACE TRANSPORTATION BOARD

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

July 22, 2011

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 Lease and Collateral Assignment of Lease, dated as of July 15, 2011, 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 29504.

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

Lessor/Assignor: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

[Lessee Rheteck, Inc
416 South 4th Street,
Coopersburg, PA 18036

Assignee DVB Bank SE
Platz der Republik 6
Frankfurt Main 60325
Germany]

Section Chief
July 22, 2011
Page 2

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

1 covered hopper railcar. CMPX 470033.

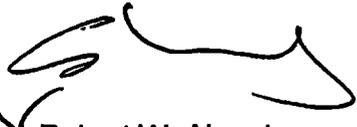
A short summary of the document to appear in the index is.

Memorandum of Lease and Collateral Assignment of Lease

Also enclosed is a check in the amount of \$41 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

RECORDATION NO. 29504 ^B FILED

MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE

JUL 22 '11 -4 00 PM

Dated as of July 15, 2011

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum") is intended to evidence

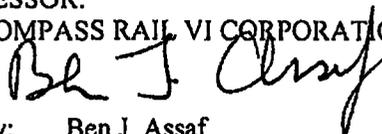
(1) the Lease specified on Schedule 1 between Compass Rail VI Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Rhetech, Inc. of 1500 E. North Territorial Road, Whitmore Lake, MI 48189 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars"), and

(2) the collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent, Platz der Republik 6, Frankfurt Main 60325, Germany.

This Memorandum is executed 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.

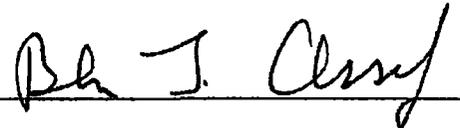
IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:
COMPASS RAIL VI CORPORATION


By: Ben J Assaf
Title: Executive Vice President

I, Ben J Assaf, certify that I am the Executive Vice President of COMPASS RAIL VI CORPORATION, that this Memorandum of Lease and Collateral Assignment of Lease was signed on behalf of the Lessor with due authorization and that the execution of this instrument was the free act and deed of the Lessor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 15, 2011.

Signature 

**Schedule 1 to
Memorandum of Lease and Collateral Assignment of Lease**

The Lease:

- Railcar Lease Agreement dated October 2, 2009
- Rider No. 3 dated July 15, 2011

The Car:

One (1) AAR Car type code C-214 100- ton, interior lined, 5800 cubic foot capacity "plastic pellet" covered hopper car equipped with ten (10) 20" circular hatches and four (4) pneumatic unloading gates, bearing car mark CMPX 470033

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: 7/22/11



Robert W. Alvord