

RECORDATION NO. 29886 FILED

SEP 15 '11 -3 00 PM

SURFACE TRANSPORTATION BOARD

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

September 14, 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 August 31, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

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. 1500 E North Territorial Road Whitmore Lake, MI 48189
Assignee	DVB Bank SE Platz der Republik 6 Frankfurt Main 60325 Germany]

Section Chief
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A description of the railroad equipment covered by the enclosed document
is

3 covered hopper railcars CMPX 470025, CMPX 470070 and CMPX
470095

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,

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

Edward M Luria

EML/sem
Enclosures

SEP 15 '11 -3 00 PM

**MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE**
Dated as of August 31, 2011

SURFACE TRANSPORTATION BOARD

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

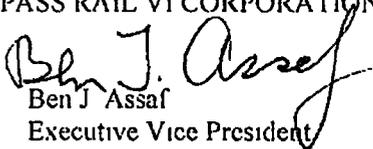
(1) the Lease specified on Schedule 1 between Compass Rail VI Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Rhetch, Inc. of 1500 E. North Territorial Road, Whitmore Lake, MI 48189 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on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

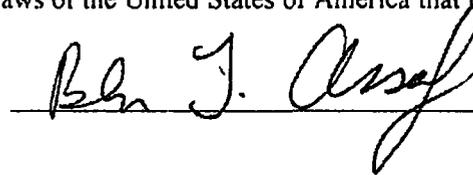
IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document 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 August 31, 2011

Signature 

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

The Lease.

- Railcar Lease Agreement dated October 2, 2009
- Rider No 4 dated August 31, 2011

The Cars:

Three (3) AAR Car type C-214, 100 ton, interior lined, 5800 cfc capacity "plastic pellet" covered hopper cars, built in 1988 by Trinity Industries and equipped with ten (10) 20" circular hatches and four (4) pneumatic unloading gates, with car marks CMPX 470025, 470070 and 470095.

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 4/15/11

Edward M Luria
Edward M Luria