

RECORDATION NO 29504-D

FILED

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SURFACE TRANSPORTATION BOARD

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September 11, 2012

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 an Amendment No. 1 to Memorandum of Lease and Collateral Assignment of Lease, dated as of September 7, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and Collateral Assignment of Lease previously filed with the Board under Recordation Number 29504-B and amends the Lessee.

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

Lessor:	Compass Rail VI Corporation 750 Battery Street, Suite 430 San Francisco, CA 94111
[Lessee:	Compass Rail IV Corporation 750 Battery Street, Suite 430 San Francisco, CA 94111
Sublessee:	Rhetech, Inc. 1500 E. North Territorial Road Whitmore Lake, MI 48189]

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

1 covered hopper railcar: CMPX 470033.

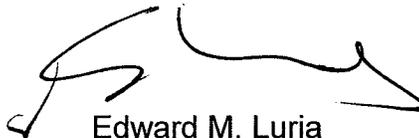
A short summary of the document to appear in the index is:

Amendment No. 1 to Memorandum of Lease and Collateral Assignment of Lease.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**AMENDMENT NO. 1 TO
MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE**
Dated as of September 7, 2012

THIS AMENDMENT NO. 1 TO MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum") is dated September 7, 2012 and amends the Memorandum of Lease and Collateral Assignment of Lease dated as of July 15, 2011 which has been assigned 29504-B (the "Original Memorandum").

The Original Memorandum referred to (i) a Railcar Lease Agreement dated as of October 2, 2009 between Compass Rail VI Corporation ("Lessor") and RheTech, Inc. ("RheTech") (the "Master Lease") and (ii) Rider No. 3 thereto dated July 15, 2011 (the Master Lease and Rider No. 3 thereto together solely to the extent such Master Lease relates to the Rider, the "Lease"). The Lease covers the railcar specified on Schedule 1 hereto (the "Car").

The Original Memorandum is hereby amended as follows:

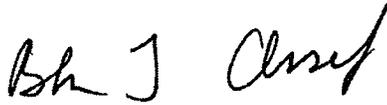
1. The Original Memorandum incorrectly identified RheTech as the Lessee in the Lease. The Lessee in the Lease is in fact Compass Rail IV Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Rail IV" or the "Lessee").
2. Rail IV has subleased the Cars to RheTech.

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

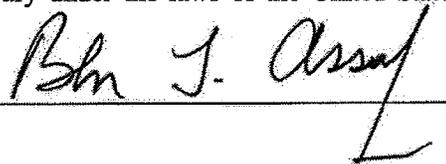
By:
Title:



I, Ben J. Assaf, certify that I am an Executive Vice President of COMPASS RAIL VI CORPORATION, that this Amendment No. 1 to 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 September 7, 2012.

Signature



**Schedule 1 to
Amendment No. 1 to Memorandum of Lease and Collateral Assignment of Lease**

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, 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: 9/11/12

Edward M. Luria
Edward M. Luria