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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

May 1, 2014

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 Memorandum of Assignment, dated as of May 1, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 15009, 15009-G and 15009-I.

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

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

Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Chief
Section of Administration
May 1, 2014
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A description of the railroad equipment covered by the enclosed document is:

36 tank railcars within the series TILX 100051 – TILX 100159 as set forth in the attachment to the document.

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

Memorandum of Assignment.

Also enclosed is a check in the amount of \$44.00 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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT

This **MEMORANDUM OF ASSIGNMENT** is dated as of May 2014, by and between **COMPASS RAIL VI CORPORATION**, a California corporation ("Seller") and **FIRST UNION RAIL CORPORATION**, a North Carolina corporation ("Purchaser").

The parties to this Memorandum hereby acknowledge and confirm the following:

1. Seller, as lessor, has leased certain railroad cars more particularly described in Exhibit A attached hereto (the "Cars") pursuant to that certain Master Lease Agreement dated as of July 25, 1986 and Fourth Amendment thereto (Fourth Amendment and the Master Lease Agreement, each as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Trinity Industries Leasing Company.
2. A Memorandum of Lease Amendment was filed with the U.S. Surface Transportation Board on January 14, 2009, under recordation number 15009-I and with the Registrar General of Canada on January 15, 2009 as Document Key 19738.
3. A Memorandum of Lease Assignment Agreement was filed with the U.S. Surface Transportation Board on December 21, 2005, under recordation number 15009-G.
4. A Memorandum of Equipment Lease Agreement was filed with the U.S. Surface Transportation Board on July 30, 1986, under recordation number 15009.
5. Purchaser and Seller are parties to that certain Purchase and Sale Agreement dated as of May, 2014 and Assignment Agreement dated as of May, 2014, pursuant to which Seller has agreed to sell to Purchaser the Cars and assign and transfer to Purchaser all of Seller's rights, title and interest under the Lease, and Purchaser has agreed to purchase the Cars and agreed to the assignment.
6. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their duly authorized representatives as of the first date herein written above.

SELLER: COMPASS RAIL VI CORPORATION

By: Ben J. Assaf
Title: Ben J. Assaf

Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Assignment was signed on behalf of Compass Rail VI Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the corporation.

Name: Ben J. Assaf

Memorandum of Assignment Lessee # 3 Trinity Industries Leasing Company

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed by their duly authorized representatives as of the first date herein written above.

PURCHASER: FIRST UNION RAIL CORPORATION

By: 
Title: Vice President Sales & Marketing

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Assignment was signed on behalf of First Union Rail Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the corporation.

Name: Richard F. Seymour

Memorandum of Assignment Lessee # 3 Trinity Industries Leasing Company

EXHIBIT A
to Memorandum of Assignment

DESCRIPTION OF CARS:

DOT 111A100W2 Sulphuric Acid (93%) Rail Tank Cars of 13,329 gallon capacity: 39'3.5" length over strikers: 28'4.5" length over truck centers: 14'4.5" height over rails: plate spec. A516/GR70: Plate and head thickness 9/16": test psi 100: not insulated: no coils: 100 ton trucks: heresite P403 lining: double draft gear carrier transdyne wear liners: ss vertical wear liner and center bowl: bolster pocket wear plates: roller bearing adaptors with hardened crowns and shoulders

QUANTITY:

Thirty-six (36)

CAR MARKS AND NUMBERS:

1	TILX	100051
2	TILX	100052
3	TILX	100054
4	TILX	100056
5	TILX	100058
6	TILX	100059
7	TILX	100060
8	TILX	100062
9	TILX	100064
10	TILX	100065
11	TILX	100066
12	TILX	100068
13	TILX	100069
14	TILX	100082
15	TILX	100089
16	TILX	100091
17	TILX	100108
18	TILX	100109
19	TILX	100112
20	TILX	100113
21	TILX	100114
22	TILX	100116
23	TILX	100122
24	TILX	100123
25	TILX	100124
26	TILX	100128
27	TILX	100130
28	TILX	100132
29	TILX	100134
30	TILX	100137
31	TILX	100142
32	TILX	100144
33	TILX	100145
34	TILX	100150
35	TILX	100156
36	TILX	100159

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: 5/1/14

Edward M Luria
Edward M. Luria