

RECORDATION NO 27342-G FILE
September 17, 2013 02:15 PM
~~ALVORD AND ALVORD~~ SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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September 17, 2013

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 Security Interest and Collateral Assignment of Lease (Penford), dated as of September 17, 2013, 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 27342-B and 27342-E.

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

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

[Lender/Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue South, Suite 700
Minneapolis, MN 55402]

Section Chief
September 17, 2013
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A description of the railroad equipment covered by the enclosed document is:

21 covered hopper railcars: PENX 3000 – PENX 3021 (excluding PENX 3015).

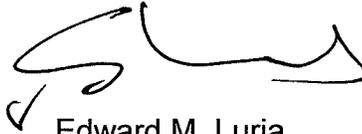
A short summary of the document to appear in the index is:

Memorandum of Security Interest and Collateral Assignment of Lease (Penford).

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. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 27342-G FILE
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY INTEREST AND
COLLATERAL ASSIGNMENT OF LEASE (PENFORD)

Dated as of September 17, 2013

THIS MEMORANDUM OF SECURITY INTEREST AND COLLATERAL ASSIGNMENT OF LEASE (PENFORD) (this "Memorandum") is executed by COMPASS RAIL XIV CORPORATION of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Borrower").

Borrower and Wells Fargo Equipment Finance, Inc. ("Lender") have entered into that certain Railcar Loan and Security Agreement dated as of the date hereof (the "Loan Agreement").

Pursuant to the Loan Agreement, (1) Borrower has granted a security interest and assigned as collateral security its rights in that certain Railcar Lease Agreement (Net Lease) specified on Schedule 1 hereto between Borrower, as Lessor, and PENFORD CORPORATION, as Lessee (as more fully described on Schedule 1 hereto and with all schedules and amendments thereto, the "Lease") and (2) Borrower has granted a mortgage to Lender on the railcars which are subject to the Lease which are specified on Schedule 1 hereto (the "Railcars").

Documents regarding the Lease and the Railcars have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") on January 3, 2008, at 1:00 p.m. originally under Recordation Number 27342, on July 14, 2008, at 9:30 a.m. under Recordation Number 27342-A, on September 10, 2008, at 8:00 a.m. under Recordation Number 27342-B, and on March 9, 2012, at 10:30 a.m. under Recordation Number 27342-E.

This Memorandum is executed for the purpose of satisfying the requirements of recordation with the STB under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Borrower has caused this instrument to be executed by its duly authorized officer on the date specified below.

I hereby certify that I hold the title set forth below with the Borrower / Assignor, that this Memorandum of Security Interest and Collateral Assignment of Lease was signed by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the Borrower / Assignor. I further declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on September 17, 2013.

COMPASS RAIL XIV CORPORATION

By Ben J. Assaf

Title Ben J. Assaf
Executive Vice President

**SCHEDULE 1 TO
MEMORANDUM OF SECURITY INTEREST AND COLLATERAL ASSIGNMENT OF LEASE
(PENFORD)**

PENFORD LEASE DESCRIPTION

- a) Railcar Lease Agreement (Net Lease) (Compass Rail IV Corporation as Lessor) dated January 3, 2008
- b) Rider No. 1 (Compass Rail IV Corporation as Lessor) dated January 3, 2008
- c) Amendment No. 1 to Rider No. 1 (Compass Rail IV Corporation as Lessor) dated May 8, 2008
- d) Amendment No. 2 to Rider No. 1 (Compass Rail XIV Corporation as Lessor) dated June 30, 2010
- e) Amendment No. 3 to Rider No. 1 dated February 2, 2012
- f) Amendment No. 4 to Rider No. 1 dated May 7, 2013

PENFORD RAILCAR DESCRIPTION

Twenty-One (21) used 1995 ACF Built 5001 Cubic Foot Capacity Pressure Differential Covered Hopper Cars

	Car Mark	Car No.
1	PENX	3000
2	PENX	3001
3	PENX	3002
4	PENX	3003
5	PENX	3004
6	PENX	3005
7	PENX	3006
8	PENX	3007
9	PENX	3008
10	PENX	3009
11	PENX	3010
12	PENX	3011
13	PENX	3012
14	PENX	3013
15	PENX	3014
16	PENX	3016
17	PENX	3017
18	PENX	3018
19	PENX	3019
20	PENX	3020
21	PENX	3021

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: 9/17/13

Edward M Luria
Edward M. Luria