

RECORDATION NO 30424

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SURFACE TRANSPORTATION BOARD

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September 27, 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 a Memorandum of Lease and Collateral Assignment of Lease, dated as of April 26, 2012, 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

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

Lessee: StarPet, Inc.
801 Pineview Road
Asheboro, NC 27203]

Section Chief
September 27, 2012
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A description of the railroad equipment covered by the enclosed document is:

81 covered hopper railcars within the series CMPX 470001 - CMPX 470096 as more particularly set forth in the attachment to the document.

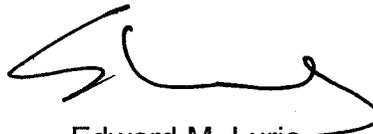
A short summary of the document to appear in the index is:

Memorandum of Lease and Collateral Assignment of Lease.

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



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE**

Dated as of April 26, 2012

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 StarPet, Inc. of 801 Pineview Road, Asheboro, NC, 27203 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars"), and

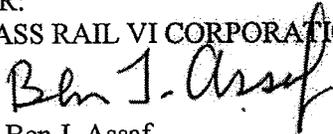
(2) the collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent, Platz der Republik 6, Frankfurt Main 60325, Germany.

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

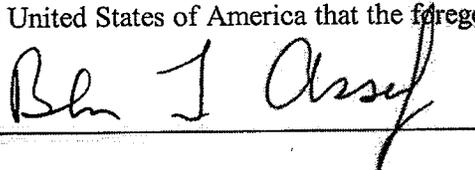


By: Ben J. Assaf

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.

Signature



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

The Lease:

- Master Railcar Lease Agreement dated as of April 26 2012
- Rider No. 1 dated as of April 26, 2012

The Cars:

Eight-five (85) 5850 cubic foot capacity, 100-ton (263,000 lb. gross rail load) "plastic pellet" covered hopper cars equipped with interior coating, vented hatches and pneumatic outlet gates with the following marks:

1	CMPX	470001	33	CMPX	470036	65	CMPX	470076
2	CMPX	470002	34	CMPX	470037	66	CMPX	470077
3	CMPX	470003	35	CMPX	470038	67	CMPX	470078
4	CMPX	470004	36	CMPX	470039	68	CMPX	470079
5	CMPX	470005	37	CMPX	470041	69	CMPX	470080
6	CMPX	470006	38	CMPX	470042	70	CMPX	470081
7	CMPX	470007	39	CMPX	470043	71	CMPX	470082
8	CMPX	470008	40	CMPX	470044	72	CMPX	470084
9	CMPX	470009	41	CMPX	470045	73	CMPX	470085
10	CMPX	470010	42	CMPX	470046	74	CMPX	470086
11	CMPX	470011	43	CMPX	470047	75	CMPX	470087
12	CMPX	470012	44	CMPX	470048	76	CMPX	470088
13	CMPX	470013	45	CMPX	470049	77	CMPX	470089
14	CMPX	470014	46	CMPX	470050	78	CMPX	470090
15	CMPX	470015	47	CMPX	470051	79	CMPX	470092
16	CMPX	470016	48	CMPX	470052	80	CMPX	470093
17	CMPX	470017	49	CMPX	470055	81	CMPX	470096
18	CMPX	470018	50	CMPX	470056			
19	CMPX	470019	51	CMPX	470057			
20	CMPX	470020	52	CMPX	470058			
21	CMPX	470021	53	CMPX	470059			
22	CMPX	470022	54	CMPX	470060			
23	CMPX	470023	55	CMPX	470061			
24	CMPX	470024	56	CMPX	470063			
25	CMPX	470026	57	CMPX	470064			
26	CMPX	470027	58	CMPX	470065			
27	CMPX	470028	59	CMPX	470066			
28	CMPX	470029	60	CMPX	470069			
29	CMPX	470030	61	CMPX	470071			
30	CMPX	470031	62	CMPX	470072			
31	CMPX	470034	63	CMPX	470074			
32	CMPX	470035	64	CMPX	470075			

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: 9/28/12

Edward M Luria
Edward M. Luria