

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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 a Partial Release of Security Interest, 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 Memorandum of Security Interest and Collateral Assignment of Lease previously filed with the Board under Recordation Number 27004-J.

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

Secured Party: DVB Bank SE (f/k/a DVB Bank AG)
Platz der Republik 6
Frankfurt Main 60325
Germany

[Borrower: Compass Rail VIII Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111]

Section Chief
May 1, 2014
Page 2

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

87 railcars RELEASED within the series SLC 11151 – SLC 12485 and SLC 128010 – SLC 128013 and CMPX 252067 – CMPX 252294 (CMPX cars previously marked and numbered NAHX 57375, PLMX 1358, PLMX 488700, GRPX 944188, GRPX 944534 and within the series PLMX 10182 – PLMX 11093, CEFX 15357 – CEFX 152705, IOCR 10356 – IOCR 12372 and KBSR 11663 – KBSR 12658) as more particularly set forth in the attachment to the document.

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

Partial Release of Security Interest.

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

PARTIAL RELEASE OF SECURITY INTEREST

The undersigned, acting on behalf of DVB BANK SE (formerly known as DVB BANK AG), as Secured Party (the "Secured Party"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge any and all security interests held by it on all railroad equipment and leases thereon described in Schedule A (the "Released Equipment") attached, granted to it as Agent pursuant to the Loan and Security Agreement, dated as of June 22, 2007 (the "Security Agreement"), as amended, modified and supplemented, between Compass Rail VIII Corporation, as Assignor and the Secured Party.

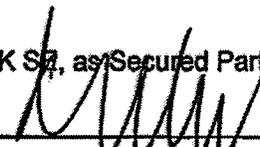
A Memorandum of Security Interest and Collateral Assignment of Lease ("Memorandum") relating to this Security Agreement was duly filed and recorded with the Surface Transportation Board ("STB") on June 22, 2007 under Recordation Number 27004-J. This document constitutes a release of all Released Equipment and any lease (as amended, modified and supplemented) related to the Released Equipment described in the Memorandum.

This instrument is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the aforesaid Security Agreement or to impair said lien upon any property subject thereto except the Released Equipment and any lease, but only as applicable to the Released Equipment.

Dated: May 1, 2014.

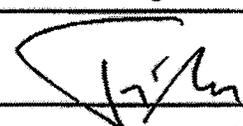
We each certify that we hold the respective titles set forth below and that this instrument was signed by us on behalf of DVB BANK SE by authority of its governing board of directors/managers, and we each acknowledge that the execution of the foregoing instrument was the free act and deed of DVB BANK AG. We each further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DVB BANK SE, as Secured Party

By: 

Name: Martin Metz

Title: MD

By: 

Name: Georg Tzieply

Title: SWP

Schedule A
Released Equipment

	Current Mark	Current No.	Mark at Purchase	No. at Purchase
1	SLC	11151	SLC	11151
2	CMPX	252067	NAHX	57375
3	CMPX	252101	PLMX	1358
4	CMPX	252177	PLMX	10182
5	CMPX	252178	PLMX	10552
6	CMPX	252179	PLMX	10557
7	CMPX	252180	PLMX	10317
8	CMPX	252181	PLMX	10345
9	CMPX	252182	PLMX	10556
10	CMPX	252183	PLMX	10561
11	CMPX	252184	PLMX	10562
12	CMPX	252185	PLMX	10563
13	CMPX	252186	PLMX	10568
14	CMPX	252187	PLMX	10570
15	CMPX	252188	PLMX	10571
16	CMPX	252189	PLMX	10572
17	CMPX	252190	PLMX	10575
18	CMPX	252191	PLMX	10578
19	CMPX	252192	PLMX	10973
20	CMPX	252194	PLMX	11052
21	CMPX	252195	PLMX	11053
22	CMPX	252196	PLMX	11054
23	CMPX	252197	PLMX	11055
24	CMPX	252198	PLMX	11057
25	CMPX	252199	PLMX	11059
26	CMPX	252200	PLMX	11075
27	CMPX	252201	PLMX	11076
28	CMPX	252202	PLMX	11093
29	CMPX	252203	PLMX	488700
30	CMPX	252204	CEFX	15357
31	CMPX	252205	CEFX	17338
32	CMPX	252206	CEFX	151263
33	CMPX	252207	CEFX	151425
34	CMPX	252208	CEFX	151447
35	CMPX	252209	CEFX	151450
36	CMPX	252210	CEFX	151573
37	CMPX	252212	CEFX	151776
38	CMPX	252213	CEFX	151779
39	CMPX	252214	CEFX	151786
40	CMPX	252215	CEFX	151814
41	CMPX	252216	CEFX	151825
42	CMPX	252217	CEFX	151840
43	CMPX	252218	CEFX	151867

	Current Mark	Current No.	Mark at Purchase	No. at Purchase
44	CMPX	252219	CEFX	152238
45	CMPX	252220	CEFX	152305
46	CMPX	252221	CEFX	152367
47	CMPX	252222	CEFX	152385
48	CMPX	252223	CEFX	152490
49	CMPX	252224	CEFX	152503
50	CMPX	252225	CEFX	152704
51	CMPX	252226	CEFX	152705
52	CMPX	252227	GRPX	944188
53	CMPX	252228	GRPX	944534
54	CMPX	252229	PLMX	10198
55	CMPX	252232	IOCR	10356
56	CMPX	252233	IOCR	12331
57	CMPX	252234	IOCR	12369
58	CMPX	252235	IOCR	12372
59	CMPX	252279	KBSR	11663
60	CMPX	252280	KBSR	11767
61	CMPX	252281	KBSR	11773
62	CMPX	252282	KBSR	11776
63	CMPX	252283	KBSR	11853
64	CMPX	252284	KBSR	12065
65	CMPX	252285	KBSR	12081
66	CMPX	252286	KBSR	12121
67	CMPX	252287	KBSR	12386
68	CMPX	252288	KBSR	12393
69	CMPX	252289	KBSR	12414
70	CMPX	252290	KBSR	12425
71	CMPX	252291	KBSR	12433
72	CMPX	252292	KBSR	12621
73	CMPX	252293	KBSR	12625
74	CMPX	252294	KBSR	12658
75	SLC	11152	SLC	11152
76	SLC	12439	SLC	12439
77	SLC	12443	SLC	12443
78	SLC	12455	SLC	12455
79	SLC	12466	SLC	12466
80	SLC	12468	SLC	12468
81	SLC	12472	SLC	12472
82	SLC	12478	SLC	12478
83	SLC	12482	SLC	12482
84	SLC	12485	SLC	12485
85	SLC	128010	SLC	128010
86	SLC	128012	SLC	128012
87	SLC	128013	SLC	128013

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