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

April 30, 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 Notice of Partial Termination of Lease, dated as of April 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Leases referenced in the Assignment and Assumption Agreements previously filed with the Board under Recordation Numbers 27004-C, 27004-E and 27004-F.

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

Lessor:                      Compass Rail VIII Corporation  
750 Battery Street, Suite 430  
San Francisco, California 94111

Chief, Section of Administration

April 30, 2014

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

14 railcars within the series CMPX 252158 – CMPX 252199 (previously marked within the series PLMX 10218 – PLMX 11059) as set forth in the attachment to the document and covered by the Leases referenced in the Assignment and Assumption Agreements filed under Recordation Numbers 27004-C, 27004-E and 27004-F are TERMINATED.

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

Notice of Partial Termination of Lease.

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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

NOTICE OF PARTIAL TERMINATION OF LEASE

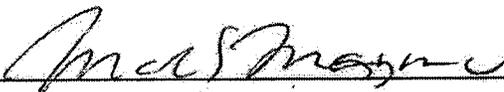
The undersigned, COMPASS RAIL VIII CORPORATION (successor in interest to PLM Investment Management, Inc., The CIT Group/Equipment Financing, Inc. and Cypress Covered Hoppers, LLC), Lessor, publishes this notice that the certain Lease Agreement for Railroad Cars dated as of August 1, 1988 by and between PLM Investment Management, Inc., as Lessor, and ConAgra, Inc., as Lessee, as subsequently amended or modified (the "Lease"), as it applies to the certain railroad equipment identified on Schedule A attached hereto, is hereby terminated except with respect to those obligations, if any, of Lessor and Lessee under the Lease which expressly survive any termination thereof.

The Lease was originally referred to in each of the Assignment and Assumption Agreements dated as of June 22, 2007 filed with the STB on June 22, 2007 under Recordation Numbers 27004-C, 27004-E and 27004-F.

This Notice of Partial Termination relates only to the rail equipment identified on Schedule A and not to any other rail equipment identified in Recordation Number 27004 or secondary filings with the STB under Recordation Number 27004.

I certify that I hold the title set forth below, that this instrument was signed on behalf of COMPASS RAIL VIII CORPORATION by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of COMPASS RAIL VIII CORPORATION. I further declare under penalty of perjury that the foregoing is true and correct.

COMPASS RAIL VIII CORPORATION,

By: 

Printed Name: Mark S. Maymar

Executive Vice President

Title:

**Schedule A**

	<b>Current Mark</b>	<b>Current No.</b>	<b>Mark at Purchase</b>	<b>No. at Purchase</b>
1	CMPX	252158	PLMX	10218
2	CMPX	252181	PLMX	10345
3	CMPX	252182	PLMX	10556
4	CMPX	252183	PLMX	10561
5	CMPX	252184	PLMX	10562
6	CMPX	252185	PLMX	10563
7	CMPX	252186	PLMX	10568
8	CMPX	252187	PLMX	10570
9	CMPX	252188	PLMX	10571
10	CMPX	252189	PLMX	10572
11	CMPX	252191	PLMX	10578
12	CMPX	252192	PLMX	10973
13	CMPX	252197	PLMX	11055
14	CMPX	252199	PLMX	11059

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: 4/30/14

Edward M Luria

Edward M. Luria