

RECORDATION NO 27364-B FILED
November 01, 2013 08:00 AM
SURFACE TRANSPORTATION BOARD

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)

November 1, 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 Release of Security Interests, dated as of October 31, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 27364-A.

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

Secured Party: Credit Industriel et Commercial, New York
Branch
520 Madison Avenue
New York, NY 10022

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

Chief
Section of Administration
November 1, 2013
Page 2

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

All railroad equipment covered by the Memorandum of Mortgage filed under 27364-A is RELEASED.

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

Release of Security Interests.

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

RELEASE OF SECURITY INTERESTS

WITNESSETH

WHEREAS, by the Security Agreement [Compass/Union Pacific] dated as of February 1, 2008 (as supplemented, including by Security Agreement Supplement No. 1 dated the date hereof, the "Security Agreement"), CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH, as Security Agent, agreed to finance the acquisition by COMPASS RAIL XIII CORPORATION of the railroad equipment identified on Schedule I of Surface Transportation Board Recordation Number 27364-A cited in the paragraph below (the "Equipment");

WHEREAS a Memorandum of Mortgage dated as of February 1, 2008 with respect to the Security Agreement was filed and recorded with the Surface Transportation Board on February 1, 2008 under Recordation Number 27364-A and with the Registrar General of Canada on February 1, 2008 at 2:40 p.m.

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the Security Agreement and the Memorandum of Mortgage;

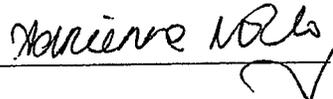
NOW, THEREFORE, in consideration of the premises, it is agreed:

CREDIT INDUSTRIEL ET COMMERCIAL, NEW YORK BRANCH does hereby acknowledge and confirm: (i) the full and complete satisfaction of the indebtedness and other obligations secured by the Security Agreement as to the Equipment; and (ii) the release of all rights, obligations, and security interests in the Equipment, whether arising under the Security Agreement, or any other instruments executed pursuant thereto.

This instrument is to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301 and with the Registrar General of Canada.

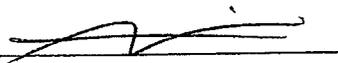
IN WITNESS WHEREOF, hereto has executed this Instrument as of the 31st day of October, 2013.

CREDIT INDUSTRIEL ET COMMERCIAL, NEW
YORK BRANCH

By: 

Name: Adrienne Molloy

Title: Vice President

By: 

Name: Alex Aupoix

Title: Managing Director

I hereby certify under the pains and penalty of perjury that I hold the title and office at Credit Industriel et Commercial, New York Branch ("CICNY") specified above under my name, that this Release of Security Interests was signed on behalf of CICNY by authority of its Board of Directors and that the execution of this instrument is the free act and deed of CICNY. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed as of October 31, 2013.

Signature Adrienne M. Kelly

Signature [Signature]

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: November 1, 2013

Edward M Luria

Edward M. Luria