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

October 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 Memorandum of Termination of Lease, dated as of April 26, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 30425.

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

Lessor:	Compass Rail IV Corporation 750 Battery Street, Suite 430 San Francisco, California 94111
Lessee:	Compass Rail VI Corporation 750 Battery Street, Suite 430 San Francisco, California 94111

Section Chief
October 1, 2014
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A description of the railroad equipment covered by the enclosed document is:

4 railcars: CRVX 470099, CRVX 470103, CRVX 470110 and CRVX 470111.

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

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$43.00 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

EMU/sem
Enclosures

MEMORANDUM OF TERMINATION OF LEASE

Dated as of October 1, 2014

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain RAILCAR MASTER LEASE AGREEMENT dated as of April 26, 2012, between COMPASS RAIL IV CORPORATION, a California corporation as Lessor ("Lessor") and COMPASS RAIL VI CORPORATION, a California corporation as Lessee ("Lessee").

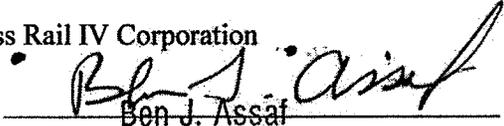
Pursuant to the Lease, Lessor leased to Lessee the four (4) railcars specified on Schedule 1 hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the Interstate Commerce Commission and the Surface Transportation Board under Recordation Nos. 30425, 30425-A, 30425-B, and 30425-C. The Lease has been terminated.

This Memorandum of Termination of Lease is executed for the purpose of releasing any and all railcars from the Lease and any amendments thereto and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. This Memorandum of Lease is entered into 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, Lessor and Lessee have caused this Memorandum of Termination of Lease to be duly 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 IV Corporation

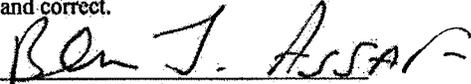
By: 

Ben J. Assaf

Title: _____

Executive Vice President

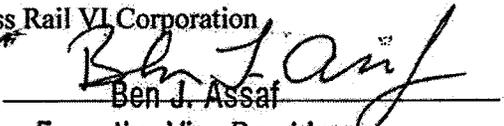
I, Ben J. Assaf, certify that I am an Executive Vice President of COMPASS RAIL IV CORPORATION, that this Memorandum of Lease was signed on behalf of the Lessor with due authorization and that the execution of this instrument was the free act and deed of the Lessor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



(name)

Lessee:

Compass Rail VI Corporation

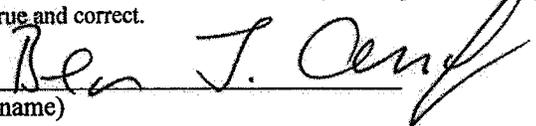
By: 

Ben J. Assaf

Title: _____

Executive Vice President

I, Ben J. Assaf, certify that I am an Executive Vice President of COMPASS RAIL VI CORPORATION, that this Memorandum 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.



(name)

**Schedule 1 to
Memorandum of Termination of Lease**

The Lease:

- Railcar Master Lease Agreement dated as of April 26 2012
- Rider No. 2 dated as of April 10, 2014

The Cars:

Four (4) 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	CRVX	470099
2	CRVX	470103
3	CRVX	470110
4	CRVX	470111

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: 10/1/2014

Edward M Luria
Edward M. Luria