

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

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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 Notice of Termination of Lease, dated as of October 31, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27364.

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

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

[Lessee: Union Pacific Railroad Company
1416 Dodge St.
Omaha, Nebraska 68179]

Chief, Section of Administration

November 1, 2013

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

All railcars covered by the Memorandum of Lease filed under Recordation Number 27364 are TERMINATED.

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

Notice of 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,



Edward M. Luria

EML/bhs
Enclosures

NOTICE OF TERMINATION OF LEASE

The undersigned, COMPASS RAIL XIII CORPORATION, as Lessor, publishes this notice that the Master Lease Agreement made and entered into as of October 22, 2003 between Seller and Lessee, together with (and only to the extent of) Rider No. 1 to Master Lease Agreement No. 5188, dated December 1, 2003, as amended (together, the "Lease") between the Lessor and Union Pacific Railroad Company, as Lessee, has expired in accordance with its terms and has been terminated (except for those provisions which by their term would survive such termination).

A Memorandum of Lease dated as of February 1, 2008 was duly filed with the Surface Transportation Board on February 1, 2008 under Recordation Number 27364, covering the railroad equipment identified on Schedule I attached thereto and with the Registrar General of Canada on February 1, 2008 at 2:39 p.m.

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, COMPASS RAIL XIII CORPORATION has caused this instrument to be executed by its officer thereunto duly authorized this 31st day of October, 2013.

COMPASS RAIL XIII CORPORATION

Lessor

By: Ben J. Assaf
Title: Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office at Compass Rail XIII Corporation specified above under my name, that this Notice of Termination of Lease was signed on behalf of Compass Rail XIII Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of Compass Rail XIII Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on October 31, 2013.

Signature Ben J. Assaf

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