

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

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

September 25, 2015

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 September 24, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 30963.

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

Collateral Agent: Wells Fargo Bank, National Association
MAC: U1240-026
260 N. Charles Lindbergh Drive
Salt Lake City, UT 84116

[Borrower: SMRS SPV II LLC
(f/k/a Flagship Rail SPV II, LLC)
300 South Riverside Plaza
Chicago, IL 60606]

Chief
Section of Administration
September 25, 2015
Page 2

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

278 gondola railcars RELEASED within the series KCS 800007 – KCS 802999 and CTIE 800082 – CTIE 800929 as more particularly set forth in the attachment to the document. Note: KCS 801984, KCS 802280 and KCS 802646 have been casualtyed.

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 \$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,



Edward M. Luria

EML/sem
Enclosures

PARTIAL RELEASE OF SECURITY INTEREST

This PARTIAL RELEASE OF SECURITY INTEREST (“**Partial Release**”) dated as of September 24, 2015 by WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as Collateral Agent for the Protected Parties (in such capacity, together with its successors and assigns, the “**Collateral Agent**”) under the Security Agreement, dated as of October 30, 2013 (as supplemented from time to time, the “**Security Agreement**”), among the Collateral Agent, SMRS SPV II LLC (f/k/a Flagship Rail SPV II, LLC), as borrower, and the other parties named therein, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge the security interests held by it but only insofar as the same encumber that certain railroad equipment described on Schedule 1 attached hereto and made a part hereof and any leases with respect to such railroad equipment (the “**Released Collateral**”) and subject to the Memoranda of Security Agreement (as defined below). All capitalized terms not defined herein are as defined in the Security Agreement.

Such security interests were granted pursuant to that certain Memorandum of Security Agreement, which was recorded with the Surface Transportation Board on October 30, 2013 at 4:20 p.m., under Recordation No. 30963, and with the Registrar General of Canada on October 31, 2013 at 10:07 p.m. (hereafter, collectively referred to as the “**Memoranda of Security Agreement**”).

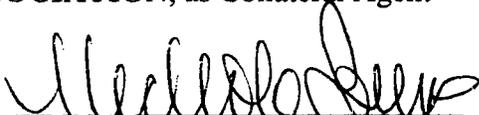
This Partial Release is executed upon the express condition that nothing herein contained shall be construed to release from the lien of the Security Agreement and Memoranda of Security Agreement or to impair said lien upon any property subject thereto except the Released Collateral.

[Signature Page Follows]

IN WITNESS WHEREOF, the Collateral Agent, has caused this Partial Release to be executed as of the first date herein above written.

I certify that I hold the title set forth below, that this Partial Release was authorized and signed for on behalf of the Collateral Agent and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Collateral Agent. I further declare under penalty of perjury that the foregoing is true and correct.

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Collateral Agent**

By: 

Name: _____

Nichole Beers

Title: _____

Assistant Vice President

SCHEDULE 1
RELEASED COLLATERAL

Two Hundred Seventy-eight (278) E530 Mill Gondola railcars bearing the following reporting marks and numbers:

	KCS800309	KCS800562	KCS800821	KCS801119	KCS801381	KCS801640	KCS801917
KCS800007	KCS800317	KCS800571	KCS800848	KCS801127	KCS801399	KCS801658	KCS801925
KCS800023	KCS800325	KCS800589	KCS800856	KCS801135	KCS801402	KCS801666	KCS801933
KCS800031	KCS800333	KCS800597	KCS800864	KCS801143	KCS801411	KCS801674	KCS801941
KCS800040	KCS800341	KCS800601	KCS800881	KCS801151	KCS801429	KCS801682	KCS801950
KCS800066	KCS800350	KCS800619	KCS800899	KCS801160	KCS801437	KCS801691	KCS801968
KCS800074	KCS800368	KCS800627	KCS800911	KCS801178	KCS801445	KCS801704	KCS801976
KCS800104	KCS800376	KCS800635	KCS800937	KCS801186	KCS801453	KCS801712	KCS801992
KCS800112	KCS800384	KCS800643	KCS800945	KCS801194	KCS801461	KCS801721	KCS802000
KCS800139	KCS800392	KCS800651	KCS800953	KCS801208	KCS801470	KCS801739	KCS802018
KCS800147	KCS800406	KCS800660	KCS800961	KCS801216	KCS801488	KCS801747	KCS802026
KCS800163	KCS800422	KCS800678	KCS800970	KCS801224	KCS801496	KCS801755	KCS802034
KCS800171	KCS800431	KCS800686	KCS800988	KCS801241	KCS801500	KCS801763	KCS802051
KCS800180	KCS800449	KCS800694	KCS800996	KCS801259	KCS801518	KCS801780	KCS802069
KCS800198	KCS800457	KCS800708	KCS801003	KCS801267	KCS801526	KCS801798	KCS802077
KCS800201	KCS800465	KCS800716	KCS801011	KCS801275	KCS801534	KCS801801	KCS802085
KCS800210	KCS800473	KCS800724	KCS801020	KCS801283	KCS801542	KCS801810	KCS802107
KCS800228	KCS800481	KCS800741	KCS801038	KCS801291	KCS801551	KCS801828	KCS802115
KCS800236	KCS800490	KCS800759	KCS801046	KCS801305	KCS801569	KCS801836	KCS802123
KCS800244	KCS800503	KCS800767	KCS801054	KCS801313	KCS801577	KCS801844	KCS802131
KCS800252	KCS800511	KCS800775	KCS801062	KCS801321	KCS801593	KCS801852	KCS802140
KCS800261	KCS800520	KCS800783	KCS801071	KCS801348	KCS801607	KCS801861	KCS802158
KCS800279	KCS800538	KCS800791	KCS801089	KCS801356	KCS801615	KCS801879	KCS802166
KCS800287	KCS800546	KCS800805	KCS801097	KCS801364	KCS801623	KCS801887	KCS802182
KCS800295	KCS800554	KCS800813	KCS801101	KCS801372	KCS801631	KCS801909	KCS802191

KCS802204	KCS802484	KCS802751	CTIE800082
KCS802212	KCS802492	KCS802760	CTIE800091
KCS802221	KCS802506	KCS802778	CTIE800155
KCS802239	KCS802522	KCS802786	CTIE800929
KCS802247	KCS802531	KCS802794	
KCS802255	KCS802549	KCS802808	
KCS802263	KCS802557	KCS802816	
KCS802271	KCS802565	KCS802824	
KCS802298	KCS802573	KCS802832	
KCS802301	KCS802581	KCS802841	

KCS802310	KCS802590	KCS802859	
KCS802336	KCS802603	KCS802867	
KCS802344	KCS802611	KCS802875	
KCS802352	KCS802620	KCS802883	
KCS802361	KCS802638	KCS802891	
KCS802387	KCS802654	KCS802905	
KCS802395	KCS802662	KCS802913	
KCS802409	KCS802671	KCS802921	
KCS802417	KCS802689	KCS802930	
KCS802425	KCS802697	KCS802948	
KCS802433	KCS802701	KCS802956	
KCS802441	KCS802719	KCS802964	
KCS802450	KCS802727	KCS802972	
KCS802468	KCS802735	KCS802981	
KCS802476	KCS802743	KCS802999	

Note: Railcars KCS 801984, KCS 802280 and KCS 802646 have been deemed casualties.

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: September 25, 2015

Edward M Luria

Edward M. Luria