

RECORDATION NO. 25681-A FILED

MAR 20 '07 -2 3 0 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 20, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

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 March 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and Assignment of Lease previously filed with the Board under Recordation Number 25681.

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

Lessor: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

[Lessee: Occidental Chemical Corporation
5005 LBJ Freeway
Dallas, TX 75243]

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

25 railcars CMPX 333001 – CMPX 333025 (previously marked within the series NAHX 93201 - NAHX 94182) as more particularly set forth in the equipment schedule attached to the document.

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 \$34.00 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

RWA/sem
Enclosures

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MEMORANDUM OF TERMINATION OF LEASE
As of March 1, 2006

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE is intended to evidence the termination of that RAILCAR LEASE AGREEMENT by and between COMPASS RAIL VI CORPORATION ("Lessor") and OCCIDENTAL CHEMICAL CORPORATION ("Lessee"), as evidenced by a Memorandum of Lease and Assignment of Lease for twenty-five (25) cars dated as of June 30, 2005 with recordation number 25681 and as confirmed as to fifteen (15) cars by Confirmation of Cars Leased dated as of November 30, 2005 with recordation number 26132. This Memorandum of Termination 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.

The Lease has now been terminated as to all twenty-five (25) railcars specified on Schedule 1 hereto.

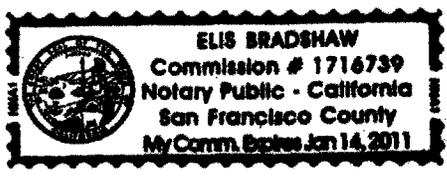
IN WITNESS WHEREOF, Lessor has caused this Memorandum to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

Compass Rail VI Corporation
By: *Stephen C. Bieneman*
Title: President
Dated: _____

State of California)
County of San Francisco)

On this 19 day of March, ²⁰⁰⁷ ~~2001~~, before me personally appeared Stephen C. Bieneman to me personally known, who being by me duly sworn says that such person is President of Compass Rail VI Corporation, that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elis Bradshaw
Notary Public
My commission expires Jan. 14, 2011



Schedule 1 to Rider No. 1

Fifteen (15) AAR Car type code C 611, 100 ton, 3000 cubic foot capacity, 15 psi pressure differential covered hopper cars built between 12/1/1974 and 3/1/1980 listed below (the "Cars").

	<u>Old</u>			
	<u>Mark</u>	<u>Old #</u>	<u>New Mark</u>	<u>New #</u>
1	NAHX	93201	CMPX	333001
2	NAHX	93202	CMPX	333002
3	NAHX	93203	CMPX	333003
4	NAHX	93299	CMPX	333004
5	NAHX	93301	CMPX	333005
6	NAHX	93614	CMPX	333006
7	NAHX	93615	CMPX	333007
8	NAHX	93616	CMPX	333008
9	NAHX	93856	CMPX	333009
10	NAHX	93897	CMPX	333010
11	NAHX	93898	CMPX	333011
12	NAHX	93899	CMPX	333012
13	NAHX	93900	CMPX	333013
14	NAHX	94171	CMPX	333014
15	NAHX	94172	CMPX	333015
16	NAHX	94173	CMPX	333016
17	NAHX	94174	CMPX	333017
18	NAHX	94175	CMPX	333018
19	NAHX	94176	CMPX	333019
20	NAHX	94177	CMPX	333020
21	NAHX	94178	CMPX	333021
22	NAHX	94179	CMPX	333022
23	NAHX	94180	CMPX	333023
24	NAHX	94181	CMPX	333024
25	NAHX	94182	CMPX	333025

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

3/20/07



Robert W. Alvord