

RECORDATION NO. 25284-F FILED

MAR 15 '07 -12 2 0 PM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

March 15, 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 Termination of Lease, dated March 15, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease and Assignment Agreement previously filed with the Board under Recordation Number 25284.

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

Lessor: Cypress Tankcar Leasing IV, LLC  
188 The Embarcadero, Suite 420  
San Francisco, CA 94105

Lessee: Cypress Canada Management IV, Inc.  
Bayside Plaza  
188 The Embarcadero, Suite 420  
San Francisco, CA 94105

Mr. Vernon A. Williams  
March 15, 2007  
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A description of the railroad equipment covered by the enclosed document is:

82 railcars within the following series: DCTX 16409 – DCTX 76324; NCTX 14129 – NCTX 24418; and PLMX 25506 – PLMX 76654 as more particularly set forth in the equipment schedule attached to the document.

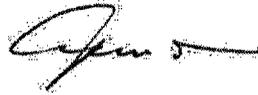
A short summary of the document to appear in the index is:

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,



Robert W. Alvord

RWA/sem  
Enclosures

MAR 15 '07

-12 2 0 PM

## TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned Cypress Tankcar Leasing IV, LLC, a California limited liability company ("Lessor") and Cypress Canada Management IV, Inc., a California corporation ("Lessee"), confirm that

(i) the leasehold interest of Lessee, with respect only to the railcars described on Schedule A hereto (the "Terminated Cars"), has been terminated effective as of the date hereof with respect to that certain Master Lease and Assignment Agreement dated as of October 1, 2004 between Lessor and Lessee (which was recorded with the Surface Transportation Board ("STB") on November 4, 2004, and assigned Recordation Number 25284, and was deposited with the Registrar General of Canada on November 4, 2004) (the "Lease"); and

(ii) the security interest granted to Lessor by Lessee pursuant to Section 2 of the Lease has been terminated, released and discharged effective as of the date hereof;

*provided, however,* that all rights and obligations of Lessor and Lessee under the Lease with respect to the Terminated Cars which accrued on or prior to the date hereof shall remain in full force and effect and shall not be affected by the execution and delivery of this Termination of Lease.

Dated: March 15, 2007

Cypress Canada Management IV, Inc.,  
a California corporation

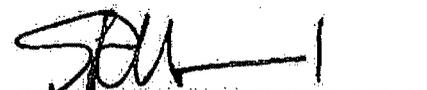
By:

  
Stephen R. Harwood, President

Cypress Tankcar Leasing IV, LLC

By: Cypress Equipment Management  
Corporation III, a California corporation

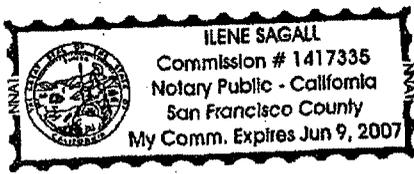
By:

  
Stephen R. Harwood, President

State of California }  
County of San Francisco }

On March 9, 2007, before me, ILENE SASALL, a Notary Public, personally appeared STEPHEN R. HARWOOD, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument, and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(~~ies~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Ilene Sagall  
Notary Public

State of California }  
County of San Francisco }

On March 9, 2007, before me, ILENE SASALL, a Notary Public, personally appeared STEPHEN R. HARWOOD, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument, and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(~~ies~~), and that by his/~~her/their~~ signature(~~s~~) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Ilene Sagall  
Notary Public

**SCHEDULE A  
TO TERMINATION OF LEASE**

**Cars To Be Purchased:**

<u>COUNT</u>	<u>MARK</u>	<u>CAR NUMBER</u>	<u>AAR CODE</u>	<u>DOT CODE</u>	<u>BUILD DATE</u>
1	DCTX	23371	T105	111A100W1	4/1/1969
2	DCTX	23378	T105	111A100W1	5/1/1969
3	DCTX	23384	T105	111A100W1	5/1/1969
4	DCTX	23382	T105	111A100W1	5/1/1969
5	NCTX	24176	T105	111A100W1	3/1/1974
6	NCTX	20792	T105	111A100W1	11/1/1974
7	NCTX	20797	T105	111A100W1	11/1/1974
8	DCTX	16409	T104	111A100W3	2/1/1973
9	DCTX	16411	T104	111A100W3	2/1/1973
10	NCTX	14130	T104	111A100W3	1/1/1974
11	NCTX	14129	T104	111A100W3	1/1/1974
12	PLMX	25537	T106	111A100W3	1/1/1972
13	PLMX	25672	T106	111A100W3	5/1/1972
14	PLMX	76156	T106	111A100W3	4/1/1973
15	PLMX	76178	T106	111A100W3	5/1/1973
16	PLMX	76223	T106	111A100W3	6/1/1973
17	PLMX	76276	T106	111A100W3	8/1/1973
18	PLMX	76335	T106	111A100W3	9/1/1973
19	PLMX	76372	T106	111A100W3	1/1/1974
20	NCTX	24408	T106	111A100W1	2/1/1974
21	NCTX	24409	T106	111A100W1	2/1/1974
22	NCTX	24418	T106	111A100W1	5/1/1974
23	PLMX	76585	T106	111A100W3	3/1/1975
24	DCTX	26023	T106	111A100W3	2/1/1969
25	DCTX	26039	T106	111A100W3	4/1/1969
26	PLMX	25506	T106	111A100W3	3/1/1971
27	DCTX	25533	T106	111A100W3	1/1/1972
28	DCTX	25535	T106	111A100W3	2/1/1972
29	DCTX	76059	T106	111A100W3	11/1/1972
30	NCTX	76070	T106	111A100W1	11/1/1972
31	DCTX	76063	T106	111A100W3	11/1/1972
32	DCTX	76079	T106	111A100W3	12/1/1972
33	DCTX	76082	T106	111A100W3	12/1/1972
34	DCTX	76246	T106	111A100W3	7/1/1973

35	NCTX	24403	T106	111A60W1	8/1/1973
36	NCTX	24404	T106	111A60W1	8/1/1973
37	NCTX	24420	T106	111A100W3	10/1/1973
38	NCTX	24407	T106	111A100W1	2/1/1974
39	NCTX	24410	T106	111A100W1	3/1/1974
40	NCTX	24411	T106	111A100W1	3/1/1974
41	NCTX	29668	T108	111A100W1	2/1/1975
42	PLMX	76066	T106	111A100W3	11/1/1972
43	CITX	25448	T106	111A100W1	4/1/1969
44	DCTX	23976	T105	111A100W1	6/1/1973
45	NCTX	20727	T105	111A100W1	5/1/1974
46	CITX	72329	T105	111A100W3	1/1/1978
47	DCTX	72443	T105	111A100W3	10/1/1978
48	DCTX	25534	T106	111A100W3	2/1/1972
49	DCTX	23374	T105	111A100W1	4/1/1969
50	NCTX	20793	T105	111A100W1	11/1/1974
51	PLMX	76080	T106	111A100W3	12/1/1972
52	PLMX	76170	T106	111A100W3	5/1/1973
53	CITX	23599	T105	111A100W1	3/1/1970
54	NCTX	23082	T105	111A100W1	10/1/1973
55	NCTX	24175	T105	111A100W1	3/1/1974
56	NCTX	24198	T105	111A100W1	4/1/1974
57	NCTX	24199	T105	111A100W1	4/1/1974
58	NCTX	72871	T105	111A100W3	2/1/1981
59	DCTX	29872	T108	111A100W1	3/1/1972
60	DCTX	29625	T108	111A100W1	10/1/1973
61	NCTX	23063	T105	111A100W1	9/1/1973
62	NCTX	23060	T105	111A100W1	9/1/1973
63	NCTX	23075	T105	111A100W1	10/1/1973
64	NCTX	23064	T105	111A100W1	10/1/1973
65	NCTX	23065	T105	111A100W1	10/1/1973
66	NCTX	23077	T105	111A100W1	10/1/1973
67	NCTX	23078	T105	111A100W1	10/1/1973
68	NCTX	23068	T105	111A100W1	10/1/1973
69	NCTX	23076	T105	111A100W1	10/1/1973
70	NCTX	23074	T105	111A100W1	10/1/1973
71	NCTX	16616	T104	111A100W3	3/1/1976
72	NCTX	16617	T104	111A100W3	3/1/1976
73	NCTX	22563	T105	111A60W1	9/1/1972
74	NCTX	20874	T105	111A60W1	1/1/1974
75	NCTX	20842	T105	111A60W1	5/1/1974

76	NCTX	23062	T105	111A100W1	9/1/1973
77	NCTX	24179	T105	111A100W1	3/1/1974
78	NCTX	24178	T105	111A100W1	3/1/1974
79	DCTX	76324	T106	111A100W3	9/1/1973
80	PLMX	76654	T106	111A100W3	6/1/1975
81	DCTX	72442	T105	111A100W3	10/1/1978
82	NCTX	23080	T105	111A100W1	10/1/1973

**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:

3/15/07



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Robert W. Alvord