

RECORDATION NO. 26873 **B**
FILED

JUL 19 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 19, 2011

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 June 30, 2011, 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 26873

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.	Chemtrade Logistics (US) Inc 111 Gordon Baker Road, Suite 301 Toronto M2H 3R1 Canada]

Chief
Section of Administration
July 19, 2011
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A description of the railroad equipment covered by the enclosed document is.

33 railcars within the series RPBX 23113 – RPBX 23162 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 \$41.00 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 "Robert W. Alvord". The signature is stylized with a large initial "R" and a long horizontal stroke. A small checkmark is visible to the left of the signature.

Robert W. Alvord

RWA/sem
Enclosures

JUL 19 '11 -8 00 AM

MEMORANDUM OF TERMINATION OF LEASE
As of June 30, 2011

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of the Shipper Full Service Railcar Lease dated as of March 2, 2006 (the "Lease") by and between Compass Rail VI Corporation, a California corporation with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Chemtrade Logistics (US) Inc., a Delaware corporation with offices at 111 Gordon Baker Road, Suite 301, Toronto M2H 3R1 Canada ("Lessee"), which is the subject of the Memorandum of Lease dated as of February 28, 2006 and filed with the Surface Transportation Board (STB) on March 20, 2007 under Recordation Number 26873.

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 STB under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor has 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 VI Corporation

By: Ben J. Assaf
Title: Ben J. Assaf

Executive Vice President

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

Signature Ben J. Assaf
Name Ben J. Assaf
Dated 7-19-2011

Schedule 1

Car specification: Thirty-three (33) 111A100W2, 13,650 gallon tank cars built by Union Tank Car Company in 1989 bearing the following marks:

Former Marks

New Marks

RPBX	23113		CMTX	124003
RPBX	23116		CMTX	124004
RPBX	23118		CMTX	124005
RPBX	23122		CMTX	124007
RPBX	23128		CMTX	124010
RPBX	23129		CMTX	124011
RPBX	23131		CMTX	124013
RPBX	23132		CMTX	124014
RPBX	23133		CMTX	124015
RPBX	23136		CMTX	124017
RPBX	23137		CMTX	124018
RPBX	23138		CMTX	124019
RPBX	23140		CMTX	124020
RPBX	23141		CMTX	124021
RPBX	23142		CMTX	124022
RPBX	23143		CMTX	124023
RPBX	23145		CMTX	124024
RPBX	23146		CMTX	124025
RPBX	23147		CMTX	124026
RPBX	23148		CMTX	124027
RPBX	23149		CMTX	124028
RPBX	23150		CMTX	124029
RPBX	23151		CMTX	124030
RPBX	23152		CMTX	124031
RPBX	23153		CMTX	124032
RPBX	23154		CMTX	124033
RPBX	23155		CMTX	124034
RPBX	23156		CMTX	124035
RPBX	23157		CMTX	124036
RPBX	23158		CMTX	124037
RPBX	23160		CMTX	124038
RPBX	23161		CMTX	124039
RPBX	23162		CMTX	124040

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: 7/19/11



Robert W. Alvord