

RECORDATION NO 25628-F FILED
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SURFACE TRANSPORTATION BOARD

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August 14, 2012

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 March 22, 2012, 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 Numbers 25628-D and 25628-E.

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

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

[Lessee: Vertex Solutions, LLC
117 Nu Energy Road
Aledo, TX 76008]

Section Chief
August 14, 2012
Page 2

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

183 railcars TERMINATED within the series CMPX 251001 – CMPX 251203 (previously bearing FMLX and STAX reporting marks and road numbers) as more particularly set forth in the attachment 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,



✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF TERMINATION OF LEASE

As of March 22, 2012

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain Lease specified on Schedule 1 between COMPASS RAIL VIII CORPORATION of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and VERTEX SOLUTIONS, LLC of 117 Nu Energy Road, Aledo, TX 76008 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars").

Pursuant to the Lease, Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") under Recordation Nos. 25628-D and 25628-E. The Lease has expired in accordance with its terms.

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 VIII Corporation

By: _____

Title: _____

Ben J. Assaf
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 VIII Corporation specified above under my name, that this Memorandum of Termination of Lease was signed on behalf of Compass Rail VIII Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of Compass Rail VIII Corporation. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Signature _____

Name _____

Dated _____

Ben J. Assaf

Schedule 1
to
Memorandum of Termination of Lease

The Lease:

- Shipper Full Service Railcar Lease dated as of November 30, 2010
- Rider No. 1 dated as of November 30, 2010
- Rider No. 2 dated as of January 3, 2011

The Cars:

One hundred eighty-three (183) unlined, three-pocket, 100 ton, 4600 cfc covered hopper cars built by ACF in 1980 and equipped with six (6) 30" circular hatches and three (3) 13" X 42" gravity outlet gates with the following marks:

	<u>Old</u> <u>Mark</u>	<u>Old Number</u>	<u>New Mark</u>	<u>New Number</u>
1	STAX	76001	CMPX	251001
2	FMLX	76003	CMPX	251002
3	FMLX	76004	CMPX	251003
4	STAX	76005	CMPX	251004
5	FMLX	76008	CMPX	251006
6	FMLX	76009	CMPX	251007
7	STAX	76011	CMPX	251008
8	FMLX	76014	CMPX	251010
9	FMLX	76016	CMPX	251011
10	FMLX	76017	CMPX	251012
11	FMLX	76018	CMPX	251013
12	FMLX	76019	CMPX	251014
13	FMLX	76020	CMPX	251015
14	STAX	76021	CMPX	251016
15	FMLX	76022	CMPX	251017
16	FMLX	76023	CMPX	251018
17	STAX	76024	CMPX	251019
18	FMLX	76026	CMPX	251020
19	FMLX	76027	CMPX	251021
20	FMLX	76028	CMPX	251022
21	FMLX	76029	CMPX	251023
22	FMLX	76032	CMPX	251024
23	FMLX	76033	CMPX	251025
24	FMLX	76034	CMPX	251026
25	FMLX	76035	CMPX	251027
26	FMLX	76037	CMPX	251028

27	FMLX	76038	CMPX	251029
28	FMLX	76039	CMPX	251030
29	FMLX	76041	CMPX	251032
30	FMLX	76042	CMPX	251033
31	FMLX	76043	CMPX	251034
32	FMLX	76046	CMPX	251036
33	FMLX	76047	CMPX	251037
34	FMLX	76048	CMPX	251038
35	FMLX	76049	CMPX	251039
36	STAX	76051	CMPX	251041
37	FMLX	76052	CMPX	251042
38	STAX	76054	CMPX	251043
39	FMLX	76056	CMPX	251044
40	FMLX	76058	CMPX	251045
41	FMLX	76059	CMPX	251046
42	FMLX	76060	CMPX	251047
43	FMLX	76061	CMPX	251048
44	FMLX	76063	CMPX	251049
45	FMLX	76065	CMPX	251051
46	FMLX	76067	CMPX	251053
47	FMLX	76068	CMPX	251054
48	FMLX	76072	CMPX	251056
49	STAX	76073	CMPX	251057
50	STAX	76074	CMPX	251058
51	FMLX	76077	CMPX	251060
52	STAX	76078	CMPX	251061
53	FMLX	76079	CMPX	251062
54	FMLX	76083	CMPX	251063
55	FMLX	76084	CMPX	251064
56	FMLX	76086	CMPX	251065
57	FMLX	76087	CMPX	251066
58	FMLX	76088	CMPX	251067
59	FMLX	76090	CMPX	251068
60	FMLX	76091	CMPX	251069
61	FMLX	76092	CMPX	251070
62	FMLX	76093	CMPX	251071
63	FMLX	76094	CMPX	251072
64	STAX	76096	CMPX	251074
65	FMLX	76097	CMPX	251075
66	FMLX	76098	CMPX	251076
67	FMLX	76099	CMPX	251077
68	FMLX	76100	CMPX	251078
69	FMLX	76101	CMPX	251079
70	FMLX	76102	CMPX	251080
71	FMLX	76103	CMPX	251081

72	FMLX	76104	CMPX	251082
73	FMLX	76106	CMPX	251083
74	FMLX	76107	CMPX	251084
75	FMLX	76108	CMPX	251085
76	FMLX	76110	CMPX	251086
77	FMLX	76112	CMPX	251088
78	FMLX	76114	CMPX	251089
79	FMLX	76115	CMPX	251090
80	FMLX	76116	CMPX	251091
81	FMLX	76117	CMPX	251092
82	FMLX	76120	CMPX	251093
83	FMLX	76121	CMPX	251094
84	FMLX	76123	CMPX	251095
85	FMLX	76125	CMPX	251096
86	FMLX	76126	CMPX	251097
87	FMLX	76127	CMPX	251098
88	FMLX	76128	CMPX	251099
89	STAX	76129	CMPX	251100
90	FMLX	76133	CMPX	251102
91	FMLX	76136	CMPX	251104
92	FMLX	76137	CMPX	251105
93	FMLX	76139	CMPX	251107
94	FMLX	76140	CMPX	251108
95	FMLX	76142	CMPX	251109
96	FMLX	76143	CMPX	251110
97	FMLX	76144	CMPX	251111
98	FMLX	76146	CMPX	251112
99	FMLX	76149	CMPX	251113
100	STAX	76150	CMPX	251114
101	FMLX	76151	CMPX	251115
102	FMLX	76152	CMPX	251116
103	FMLX	76153	CMPX	251117
104	STAX	76154	CMPX	251118
105	FMLX	76155	CMPX	251119
106	FMLX	76156	CMPX	251120
107	FMLX	76158	CMPX	251121
108	FMLX	76159	CMPX	251122
109	FMLX	76160	CMPX	251123
110	FMLX	76163	CMPX	251126
111	FMLX	76164	CMPX	251127
112	FMLX	76165	CMPX	251128
113	FMLX	76167	CMPX	251129
114	FMLX	76168	CMPX	251130
115	FMLX	76169	CMPX	251131
116	FMLX	76170	CMPX	251132

117	STAX	76171	CMPX	251133
118	FMLX	76174	CMPX	251135
119	FMLX	76175	CMPX	251136
120	STAX	76177	CMPX	251137
121	FMLX	76178	CMPX	251138
122	FMLX	76180	CMPX	251140
123	STAX	76181	CMPX	251141
124	FMLX	76183	CMPX	251143
125	FMLX	76185	CMPX	251144
126	FMLX	76186	CMPX	251145
127	FMLX	73187	CMPX	251146
128	FMLX	76188	CMPX	251147
129	FMLX	76189	CMPX	251148
130	FMLX	76190	CMPX	251149
131	FMLX	76191	CMPX	251150
132	FMLX	76192	CMPX	251151
133	STAX	76193	CMPX	251152
134	FMLX	76194	CMPX	251153
135	FMLX	76195	CMPX	251154
136	FMLX	76196	CMPX	251155
137	FMLX	76197	CMPX	251156
138	FMLX	76198	CMPX	251157
139	FMLX	76199	CMPX	251158
140	FMLX	76200	CMPX	251159
141	FMLX	76201	CMPX	251160
142	STAX	76202	CMPX	251161
143	FMLX	76203	CMPX	251162
144	FMLX	76204	CMPX	251163
145	FMLX	76209	CMPX	251167
146	STAX	76210	CMPX	251168
147	FMLX	76211	CMPX	251169
148	FMLX	76212	CMPX	251170
149	FMLX	76213	CMPX	251171
150	FMLX	76215	CMPX	251173
151	FMLX	76217	CMPX	251174
152	STAX	76219	CMPX	251175
153	FMLX	76220	CMPX	251176
154	STAX	76221	CMPX	251177
155	FMLX	76223	CMPX	251178
156	FMLX	76224	CMPX	251179
157	FMLX	76225	CMPX	251180
158	FMLX	76226	CMPX	251181
159	FMLX	76227	CMPX	251182
160	FMLX	76228	CMPX	251183
161	FMLX	76229	CMPX	251184

162	STAX	76231	CMPX	251185
163	FMLX	76233	CMPX	251187
164	STAX	76234	CMPX	251188
165	FMLX	76235	CMPX	251189
166	FMLX	76236	CMPX	251190
167	FMLX	76237	CMPX	251191
168	FMLX	76238	CMPX	251192
169	FMLX	76239	CMPX	251193
170	FMLX	76240	CMPX	251194
171	FMLX	76241	CMPX	251195
172	FMLX	76242	CMPX	251196
173	FMLX	76243	CMPX	251197
174	FMLX	76244	CMPX	251198
175	FMLX	76245	CMPX	251199
176	FMLX	76246	CMPX	251200
177	FMLX	76247	CMPX	251201
178	FMLX	76248	CMPX	251202
179	FMLX	76250	CMPX	251203
180			CMPX	251050
181			CMPX	251101
182			CMPX	251134
183			CMPX	251139

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: 8/14/12

Edward M Luria
Edward M. Luria