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**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

August 6, 2010

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 August 5, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan and Security Agreement previously filed with the Board under Recordation Number 26621.

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

Secured Party: Alliance Leasing, Inc.  
Tower II, 17th Floor  
120 Madison Street  
Syracuse, NY 13202

[Borrower: Compass Rail VII Corporation  
750 Battery Street, Suite 430  
San Francisco, CA 94111]

Section Chief  
August 6, 2010  
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A description of the railroad equipment covered by the enclosed document is:

1 tank car: EAGX 19064.

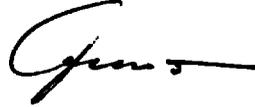
A short summary of the document to appear in the index is:

Partial Release of Security Interest.

Also enclosed is a check in the amount of \$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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures



AUG 06 '10 -2 45 PM

**SURFACE TRANSPORTATION BOARD**

**PARTIAL RELEASE OF SECURITY INTEREST**

The undersigned, ALLIANCE LEASING, INC. (the "Secured Party"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge the security interest held by it which encumbers that certain railroad equipment identified on Schedule A attached hereto.

Such security interest was granted pursuant to that certain Loan and Security Agreement, dated as of October 13, 2006, by and between COMPASS RAIL VII CORPORATION, as Borrower, and Secured Party, a Memorandum of which was filed with the Surface Transportation Board on October 13, 2006 at approximately 3 P.M. under Recordation Numbers 26621, 26621-A and 26621-B.

This Partial Release of Security Interest 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.

IN WITNESS WHEREOF, Secured Party has caused this instrument to be executed by its officers thereunto duly authorized this 5<sup>th</sup> day of August, 2010.

ALLIANCE LEASING, INC.  
Secured Party

By: James W. Darby  
Title: Vice President

I, Jonna Dennen-Muir hereby certify that I am a/the Vice President of Alliance Leasing, Inc. that this instrument was signed on behalf of Alliance Leasing, Inc. by authority of its Board of Directors and that we acknowledge that the execution of the foregoing instrument was the free act and deed of Alliance Leasing, Inc. We further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Signature: Jonna Dennen-Muir  
Name: Jonna Dennen-Muir  
Dated: August 6, 2010

## SCHEDULE A

### The Car:

One (1) AAR Type 111A100-W5 rubber lined 20,000 gallon tank car with 100 ton trucks bearing the following reporting marks:

EAGX 19064

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: 8/6/10



\_\_\_\_\_  
Robert W. Alvord