

RECORDATION NO. 24704-A FILED

FEB 10 '11 9 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

February 10, 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 February 3, 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 24704.

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

Lessor:	Compass Rail V Corporation 750 Battery Street, Suite 430 San Francisco, CA 94111
[Lessee:	Mississippi Central Railroad Co. 1318 So. Johanson Road Peoria, IL 61607

**Chief
Section of Administration
February 10, 2011
Page 2**

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

1 railcar TERMINATED: ALAB 77006.

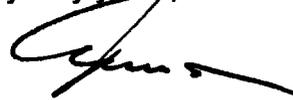
A short summary of the document to appear in the index is:

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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

**RWA/sem
Enclosures**

FEB 10 '11 -9 00 AM

MEMORANDUM OF TERMINATION OF LEASE
As of February 3, 2011

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain AGREEMENT dated as of October 31, 2003 (as supplemented and amended, the "Lease") by and between Compass Rail V Corporation, a California Corporation with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor"), and Mississippi Central Railroad Co., a Mississippi Corporation with offices at 1318 So. Johanson Road, Peoria, Illinois 61607 ("Lessee").

Pursuant to the Lease, Lessee has leased from Lessor the railcar bearing mark and number ALAB 77006. Documents regarding the railcar have been previously filed with the Surface Transportation Board and assigned Recordation No. 24704.

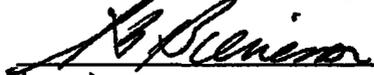
This Memorandum of Termination of Lease is executed for the purpose of releasing the railcar from the Lease and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. This Memorandum of Termination of Lease is entered into for the 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.

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 V Corporation

By: 
Stephen C. Bieneman
Title: President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Termination of Lease was signed on behalf of Compass Rail V Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.


(name)

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: 2/10/11



Robert W. Alvord