

RECORDATION NO 29843-A

FILED

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SURFACE TRANSPORTATION BOARD

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September 18, 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 September 18, 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 Number 29843.

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

Section Chief
September 18, 2012
Page 2

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

10 railcars TERMINATED within the series CMPX 252098 – CMPX 252150 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 \$42.00 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 September 18, 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 BIOMASS ENERGY, LLC (formerly known as WOODFUELS VIRGINIA, LLC) of 1376 Fredericks Hall Road, Bumpass, VA 23024 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars").

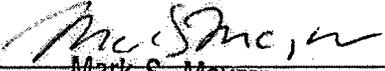
Pursuant to the Lease, Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the United States Department of Transportation Surface Transportation Board ("STB") under Recordation Nos. 29843. The Lease 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.

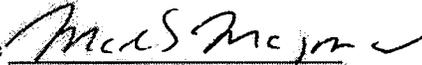
IN WITNESS WHEREOF, Lessor has caused this Memorandum of Termination of Lease to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:

Compass Rail VIII Corporation

By: 
Title: Mark S. Maymar
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 Mark S. Maymar
Dated 9/18/2012

Schedule 1
To Memorandum of Termination of Lease

The Lease:

- Master Railcar Lease Agreement dated as of January 28, 2011
- Rider No. 1 dated as of January 28, 2011

The Cars:

Ten (10) 4750 cfc, 100 ton, covered hopper cars equipped with trough hatches and three 24" X 30" gravity outlet gates with the following marks:

<u>Mark</u>	<u>Number</u>
CMPX	252098
CMPX	252102
CMPX	252103
CMPX	252109
CMPX	252111
CMPX	252112
CMPX	252114
CMPX	252137
CMPX	252140
CMPX	252150

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: 9/18/12

Edward M Luria
Edward M. Luria