

DEC 16 '09 -9 35 AM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

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

December 15, 2009

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 Notice of Full Termination of Lease, dated as of December 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination of the Memorandum of Lease (1999B-2) and related documents previously filed with the Board under Recordation Number 22436.

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

Owner Trustee/  
Lessor: Manufacturers and Traders Trust Company  
(successor to Allfirst Financial Center National  
Association)  
25 South Charles Street  
Baltimore, MD 21202

[Lessee: The CIT Group/Equipment Financing, Inc.  
(successor to Bombardier Capital Rail Inc.)  
30 South Wacker, Suite 3000  
Chicago, IL 60606]

Section Chief  
December 15, 2009  
Page 2

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

All equipment as identified in the documents filed under Recordation Number 22436 as the same may have been amended, restated or supplemented.

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

Notice of Full 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,



Robert W. Alvord

RWA/sem  
Enclosures

**NOTICE OF FULL TERMINATION OF LEASE** DEC 16 '09 -9 35 AM**SURFACE TRANSPORTATION BOARD**

The undersigned, MANUFACTURERS AND TRADERS TRUST COMPANY (successor to Allfirst Financial Center National Association), not in its individual capacity but solely as Owner Trustee, and as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Lease Agreement (1999B-2) dated as of September 20, 1999, as amended, modified or supplemented (the "Lease"), with THE CIT GROUP/EQUIPMENT FINANCING, INC. (successor to Bombardier Capital Rail, Inc.), as Lessee (the "Lessee").

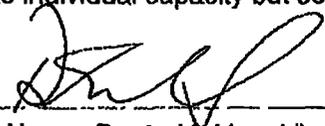
A Memorandum of Lease (1999B-2) was duly filed and recorded with the Surface Transportation Board (the "Board") on September 29, 1999 under Recordation Number 22436. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act as noted in Exhibit B. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease and identified in the primary and secondary filings made under Recordation Number 22436.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated: December 15, 2009

[Signature pages follow]

MANUFACTURERS AND TRADERS TRUST COMPANY,  
not in its individual capacity but solely as Owner Trustee,  
Lessor

By:  \_\_\_\_\_

Printed Name: Dante M. Monakil

Title: Vice President

State of DELAWARE )

County of NEWCASTLE )

ss

On this 24 day of NOV., 2009, before me personally appeared Dante M. Monakil, to me personally known, who, being duly sworn did say that (s)he is a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written

  
NOTARY PUBLIC

My commission expires

JOAN F. WILSON  
NOTARY PUBLIC  
STATE OF DELAWARE  
My commission expires Sept. 23, 2010

## Exhibit A

### Head Lease #12

1. Memorandum of Lease Agreement (1999B-2), dated as of September 29, 1999, between Allfirst Financial Center National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail, Inc., Lessee, filed with the Board on September 29, 1999 at 10:20 a.m. under Recordation Number 22436.

2. Memorandum of Indenture and Security Agreement (1999B-2), dated as of September 29, 1999, between Allfirst Financial Center National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on September 29, 1999 at 10:20 a.m. under Recordation Number 22436-A.

3. Memorandum of Lease Supplement (1999B-2) No. 1, dated September 29, 1999, between Allfirst Financial Center National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail, Inc., Lessee, filed with the Board on September 29, 1999 at 10:20 a.m. under Recordation Number 22436-B.

4. Memorandum of Indenture Supplement (1999B-2) No. 1, dated September 29, 1999, between Allfirst Financial Center National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on September 29, 1999 at 10:20 a.m. under Recordation Number 22436-C.

5. Memorandum of Lease Assignment (1999B-2), dated as of September 29, 1999, from Allfirst Financial Center National Association, not in its individual capacity but solely as Owner Trustee, Assignor, to Wilmington Trust Company, Indenture Trustee, Assignee, filed with the Board on September 29, 1999 at 10:20 a.m. under Recordation Number 22436-D.

6. Notice, dated as of June 13, 2006, by Bombardier Capital Rail Inc, Lessee, respecting Manufacturers and Traders Trust Company, successor to Allfirst Financial Center National Association, Lessor, filed with the Board on June 15, 2006 at 2:50 p.m. under Recordation Number 22436-E.

7. Notice, dated as of August 28, 2006, by Bombardier Capital Rail Inc (f/k/a NorRail, Inc.), Lessee, filed with the Board on August 30, 2006 at 12:51 p.m. under Recordation Number 22436-F.

8. Notice, dated as of September 26, 2006, by Bombardier Capital Rail Inc (f/k/a NorRail, Inc.), Lessee, filed with the Board on September 26, 2006 at 3:30 p.m. under Recordation Number 22436-G

9. Notice, dated as of September 26, 2006, by Bombardier Capital Rail Inc. (f/k/a NorRail, Inc.), Lessee, filed with the Board on September 27, 2006 at 8:57 a.m. under Recordation Number 22436-H.

10 Notice, dated as of August 31, 2006, by Bombardier Capital Rail Inc. (f/k/a NorRail, Inc.), Lessee, filed with the Board on September 29, 2006 at 11:27 a.m. under Recordation Number 22436-I.

11. Notice, dated as of October 1, 2006, by Bombardier Capital Rail Inc. (f/k/a NorRail, Inc.), Lessee, filed with the Board on October 2, 2006 at 8:08 a.m. under Recordation Number 22436-J.

12. STB Memorandum of Assignment and Assumption Agreement (HL12), dated as of October 2, 2006, from Bombardier Capital Rail Inc., Assignor, to The CIT Group/Equipment Financing, Inc., Assignee, filed with the Board on October 2, 2006 at 9:30 a.m. under Recordation Number 22436-K.

13. First Amended and Restated Schedule (HL 12), dated as of January 30, 2007, by The CIT Group/Equipment Financing, Inc., filed with the Board on February 1, 2007 at 8:00 a.m. under Recordation Number 22436-L.

14. Notice, dated June 10, 2009, by The CIT Group/Equipment Financing, Inc., filed with the Board on June 10, 2009 at 11:00 a.m. under Recordation Number 22436-M.

[Headlease 12 - Lease]

EXHIBIT B

Title	Document Date	Parties	Filing Date
Memorandum of Lease	Sept 29/99	Allfirst Financial Center National Association and Bombardier Capital Rail Inc.	Sept 28/99
Memorandum of Lease Supplement No. 1	Sept 29/99	Allfirst Financial Center National Association and Bombardier Capital Rail Inc.	Sept 28/99
Memorandum of Lease Assignment	Sept 29/99	Allfirst Financial Center National Association and Wilmington Trust Company	Sept 28/99
Memorandum of Assignment and Assumption Agreement	Feb 17/00	Greenbrier Leasing Corporation and Bombardier Capital Rail Inc.	Feb 23/00
<p>Omnibus Notice of Amendment</p> <p>This document takes note of various amendments to underlying lease documentation already of record with the Registrar General of Canada including changes to certain railcar marks, change of lessee name, and partial terminations of leases.</p>	Aug 9/06	Bombardier Capital Rail Inc.	Aug 14/06
<p>Omnibus Notice of Amendment</p> <p>This document takes note of name changes including (i) AllFirst Financial Center National Association to Manufacturers and Traders Trust Company (ii) Allfirst Bank to M&amp;T</p>	Aug 9/06	Bombardier Capital Rail Inc.	Aug 14/06

Title	Document Date	Parties	Filing Date
Credit Services, LLC and (iii) First Security Bank, N.A. to Wells Fargo Bank Northwest, National Association. This document also notes the destruction and substitution of certain equipment.			
Omnibus Notice of Amendment This document makes note of certain casualties and remarks.	Sept 28/06	Bombardier Capital Rail Inc.	Sept 29/06
Omnibus Notice of Amendment This document makes note of certain remarks.	Oct 1/06	Bombardier Capital Rail Inc.	Oct 2/06
Memorandum of Assignment and Assumption Agreement	Oct 2/06	Bombardier Capital Rail Inc. and The CIT Group/Equipment Financing Inc.	Oct 2/06
Notice of Reporting Car Mark and Road Number Changes	June 24/09	The CIT Group/Equipment Financing, Inc.	June 24/09