RECORDATION NO. 27382-E FILED

FEB 20 '08 -8 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

OF COUNSEL
URBAN A LESTER

February 20, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, effective as of February 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement and Security Agreement Supplement No. 2 being filed with the Board under Recordation Number 27382-E.

The names and addresses of the parties to the enclosed document are:

Assignor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive
Suite 3000
Chicago, Illinois 60606

Depositor: CIT Funding Company VI, LLC
1 CIT Drive
Livingston, New Jersey 07039

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

4,230 railcars within the following series as more particularly set forth in the equipment schedule attached to the document:

ATW 84000 - ATW 84249
ATW 319000 - ATW 319599 (except ATW 319008, ATW 319263 and ATW 319292)
ATW 400624 - ATW 400822
BNSF 237000 - BNSF 237009 (except BNSF 237001)
BNSF 450650- BNSF 450949 (inclusive)
BNSF 562875 - BNSF 563274 (except BNSF 563020)
CEFX 40005 - CEFX 43269
CEFX 48483 - CEFX 48617
CEFX 70400 - CEFX 71499
CEFX 600810 - CEFX 601142
CITX 500136 - CITX 500645
DBUX 300329 - DBUX 302710
NCUX 12296 - NCUX 12656
NKCR 1225 - NKCR 1255 (inclusive)
NKCR 3210- NKCR 3228 (inclusive)

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

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of $35.00 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

RECORDATION NO. 27382-F FILED

FEB 20 '08 -8 30 AM

SURFACE TRANSPORTATION BOARD

# BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

**Effective as of February 20, 2008**

THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by CIT FUNDING COMPANY VI, LLC, a Delaware limited liability company (the "Buyer"), under the CIT Asset Contribution and Purchase Agreement (the "Purchase Agreement") dated as of February 20, 2008 between the Seller and the Buyer at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns absolutely and irrevocably, subject to the terms of the Purchase Agreement, all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. As set forth in the Purchase Agreement, the Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the above date, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder.

In the event that, notwithstanding such intent, the transfer and assignment contemplated pursuant to the Purchase Agreement is held not to be a conveyance of ownership of the Transferred Assets, then (x) the Purchase Agreement shall also be deemed to be a security agreement within the meaning of Article 8 and Article 9 of the Uniform Commercial Code as in effect in the State of New York and (y) the conveyances provided for in the Purchase Agreement shall be deemed to be a grant by the Seller to the Buyer of all of the Seller's right, title and interest in and to the Transferred Assets.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase Agreement.

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING

ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

[Signature Pages Follow]

IN WITNESS WHEREOF, the Seller and Buyer have caused this instrument to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Seller by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Seller. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP / EQUIPMENT FINANCING, INC.

By: _____
Name: Barry Nohalty
Title: Senior Vice President

IN WITNESS WHEREOF, the Seller and Buyer have caused this instrument to be executed by a duly authorized officer as of the day and year first above written.

CIT FUNDING COMPANY VI, LLC

By: _____
Name: Usama F. Ashraf
Title: Senior Vice President and Assistant Treasurer

ACKNOWLEDGMENT

STATE OF New Jersey )
COUNTY OF Essex )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Usama F. Ashraf, who upon oath, acknowledged himself to be a Senior Vice President and Assistant Treasurer of CIT FUNDING COMPANY VI, LLC, a Delaware limited liability company, and that he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by himself as such officer of CIT FUNDING COMPANY VI, LLC.

WITNESS my hand and official seal this 15th day of February, 2008.

Notary Public
Christine L Cadmus

CHRISTINE L. CADMUS
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 4/23/2008

## SCHEDULE A TO BILL OF SALE

## RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS; PURCHASE PRICE[1]

**Purchase Price:** [intentionally omitted]

[1] Purchase Price: The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada

## Railcars

**(Car Mark/Car Number)**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| ATW | 84000 | ATW | 84083 | ATW | 84202 | ATW | 319002 |
| ATW | 84002 | ATW | 84087 | ATW | 84203 | ATW | 319003 |
| ATW | 84003 | ATW | 84088 | ATW | 84204 | ATW | 319004 |
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| NCUX | 12356 | NCUX | 12410 | NCUX | 12469 | NCUX | 12566 |
| NCUX | 12357 | NCUX | 12411 | NCUX | 12470 | NCUX | 12567 |
| NCUX | 12358 | NCUX | 12412 | NCUX | 12471 | NCUX | 12568 |
| NCUX | 12359 | NCUX | 12413 | NCUX | 12474 | NCUX | 12580 |
| NCUX | 12360 | NCUX | 12414 | NCUX | 12476 | NCUX | 12581 |
| NCUX | 12361 | NCUX | 12415 | NCUX | 12477 | NCUX | 12585 |
| NCUX | 12362 | NCUX | 12416 | NCUX | 12478 | NCUX | 12587 |
| NCUX | 12363 | NCUX | 12417 | NCUX | 12479 | NCUX | 12588 |
| NCUX | 12364 | NCUX | 12418 | NCUX | 12480 | NCUX | 12591 |
| NCUX | 12365 | NCUX | 12419 | NCUX | 12483 | NCUX | 12604 |
| NCUX | 12366 | NCUX | 12420 | NCUX | 12484 | NCUX | 12642 |
| NCUX | 12367 | NCUX | 12421 | NCUX | 12485 | NCUX | 12644 |
| NCUX | 12368 | NCUX | 12422 | NCUX | 12486 | NCUX | 12654 |
| NCUX | 12369 | NCUX | 12423 | NCUX | 12487 | NCUX | 12656 |
| NCUX | 12371 | NCUX | 12424 | NCUX | 12489 | NKCR | 1225 |
| NCUX | 12372 | NCUX | 12425 | NCUX | 12493 | NKCR | 1226 |
| NCUX | 12373 | NCUX | 12428 | NCUX | 12494 | NKCR | 1227 |
| NCUX | 12374 | NCUX | 12430 | NCUX | 12496 | NKCR | 1228 |
| NCUX | 12375 | NCUX | 12431 | NCUX | 12497 | NKCR | 1229 |
| NCUX | 12376 | NCUX | 12432 | NCUX | 12498 | NKCR | 1230 |
| NCUX | 12377 | NCUX | 12433 | NCUX | 12499 | NKCR | 1231 |
| NCUX | 12378 | NCUX | 12435 | NCUX | 12500 | NKCR | 1232 |
| NCUX | 12379 | NCUX | 12436 | NCUX | 12501 | NKCR | 1233 |
| NCUX | 12380 | NCUX | 12437 | NCUX | 12502 | NKCR | 1234 |
| NCUX | 12381 | NCUX | 12439 | NCUX | 12503 | NKCR | 1235 |
| NCUX | 12382 | NCUX | 12440 | NCUX | 12505 | NKCR | 1236 |
| NCUX | 12384 | NCUX | 12441 | NCUX | 12506 | NKCR | 1237 |
| NCUX | 12385 | NCUX | 12442 | NCUX | 12507 | NKCR | 1238 |
| NCUX | 12387 | NCUX | 12443 | NCUX | 12509 | NKCR | 1239 |
| NCUX | 12388 | NCUX | 12444 | NCUX | 12510 | NKCR | 1240 |
| NCUX | 12389 | NCUX | 12445 | NCUX | 12511 | NKCR | 1241 |
| NCUX | 12390 | NCUX | 12446 | NCUX | 12512 | NKCR | 1242 |
| NCUX | 12391 | NCUX | 12447 | NCUX | 12513 | NKCR | 1243 |
| NCUX | 12392 | NCUX | 12448 | NCUX | 12514 | NKCR | 1244 |

| | |
|---|---|
| NKCR | 1245 |
| NKCR | 1246 |
| NKCR | 1247 |
| NKCR | 1248 |
| NKCR | 1249 |
| NKCR | 1250 |
| NKCR | 1251 |
| NKCR | 1252 |
| NKCR | 1253 |
| NKCR | 1254 |
| NKCR | 1255 |
| NKCR | 3210 |
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| NKCR | 3212 |
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| NKCR | 3215 |
| NKCR | 3216 |
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| NKCR | 3218 |
| NKCR | 3219 |
| NKCR | 3220 |
| NKCR | 3221 |
| NKCR | 3222 |
| NKCR | 3223 |
| NKCR | 3224 |
| NKCR | 3225 |
| NKCR | 3226 |
| NKCR | 3227 |
| NKCR | 3228 |

## SCHEDULE B TO BILL OF SALE

## LEASES

The Seller's interests in any lease or sublease agreements relating to the Railcars listed in Schedule A to which the Seller is now or may hereafter be a party.

## 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: 2/20/06

Robert W. Alvord