



RECORDATION NO. 20053-J FILED

APR 25 '08 -10 35 AM

SURFACE TRANSPORTATION BOARD

CF
Capital Solutions

Equipment Finance Services

44 Old Ridgebury Road
Danbury, CT 06810

T (203) 796-1000

April 24, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation is an original of the document described below, to be recorded pursuant Section 11301 of Title 49, U.S. Code.

The enclosed document is a Termination and Release of Security Interest dated April 16, 2008, and is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The primary document to which this is connected is recorded under Recordation No. 20053-D.

The names and addresses of the parties to this document are as follows:

Lender:

General Electric Capital Corporation
(as successor in interest to Phoenixcor, Inc.)
44 Old Ridgebury Road
Danbury, CT 06810

Borrower:

The CIT Group/Equipment Financing, Inc.
(as successor in interest to ICX Corporation)
11 West 42nd Street
New York, NY 10017

A description of the railroad equipment covered by the enclosed document is attached thereto as Exhibit I.

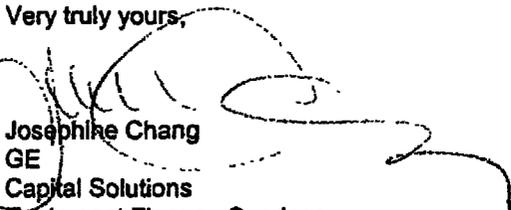
A short summary of the document to appear in the index is:

Termination and Release of Security Interest

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,


Josephine Chang
GE
Capital Solutions
Equipment Finance Services
Associate General Counsel



RECORDATION NO. 20053-J FILED

APR 25 '08 -10 35 AM

SURFACE TRANSPORTATION BOARD

GE
Capital Solutions

Global Asset Management

10 Riverview Drive
Danbury, CT 06810

T (203) 749-6000

**TERMINATION AND RELEASE OF SECURITY INTEREST
(Surface Transportation Board)**

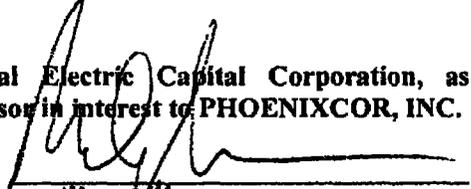
The undersigned, General Electric Capital Corporation, as successor in interest to PHOENIXCOR, INC., in its capacity as LENDER (the "Lender"), in consideration of satisfaction of obligations secured by the Security Agreement (as defined below) and upon Lender's receipt of a fully executed counterpart of this Termination and Release of Security Interest (the "Termination") signed by The CIT Group/Equipment Financing, Inc., as successor in interest to ICX Corporation (the "Borrower"), hereby agrees to terminate the Security Agreement dated December 10, 1996 between the Lender and the Borrower (the "Security Agreement") and hereby agrees to terminate, release and discharge a security interest held by the Lender in Lease Schedule No. 802 of Master Rail Lease Agreement No. 7707722 (the "Master Lease") pursuant to the Security Agreement, insofar as the same encumbers that certain railroad equipment identified below:

One Hundred (100) railcars identified in Exhibit I attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on December 10, 1996 at 11:10 a.m. under Recordation Number 20053-D.

Notwithstanding anything to the contrary contained herein, this Termination shall not impair or terminate any of the rights and obligations of the parties under the Security Agreement expressed to survive pursuant to the terms of the Security Agreement.

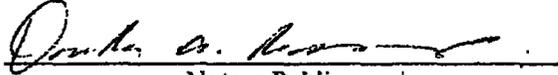
This Termination shall be governed by the internal laws of the State of New York. The undersigned parties have signed below to indicate their consent to be bound by this Termination.

Dated this 16th day of April, 2008.

General Electric Capital Corporation, as
successor in interest to PHOENIXCOR, INC.
By: 
Name: Mark Michenes
Title: Sr. Account Manager

State of: Connecticut
City: Danbury
County of: Fairfield

This foregoing instrument was acknowledged before me on April 16, 2008 by Mark Michener, an Authorized Signatory of GENERAL ELECTRIC CAPITAL CORPORATION, on behalf of the Corporation.



ONEIDA A. RODRIGUEZ Notary Public
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 2013

My commission expires on _____

**The CIT Group/Equipment Financing, Inc.,
as successor to ICX Corporation**

By: _____
Name: _____
Title: _____

State of: _____
City: _____
County of: _____

This foregoing instrument was acknowledged before me on _____, 2008 by _____ of The CIT Group/Equipment Financing, Inc., as successor to ICX Corporation, on behalf of the Corporation.

Notary Public

My commission expires on _____

State of: Connecticut
City: Danbury
County of: Fairfield

This foregoing instrument was acknowledged before me on April 16, 2008 by _____, an Authorized Signatory of GENERAL ELECTRIC CAPITAL CORPORATION, on behalf of the Corporation.

Notary Public

My commission expires on _____

The CIT Group/Equipment Financing, Inc.,
as successor to ICX Corporation

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President

State of: IL
City: Chicago
County of: Cook

This foregoing instrument was acknowledged before me on April 16, 2008 by Catherine Stiglich Vice President of The CIT Group/Equipment Financing, Inc., as successor to ICX Corporation, on behalf of the Corporation.

Rachel Moton

Notary Public

My commission expires on February 6, 2012



Exhibit I

| | | | | |
|------------|------------|------------|------------|------------|
| AGPX 96200 | AGPX 96220 | AGPX 96240 | AGPX 96260 | AGPX 96280 |
| AGPX 96201 | AGPX 96221 | AGPX 96241 | AGPX 96261 | AGPX 96281 |
| AGPX 96202 | AGPX 96222 | AGPX 96242 | AGPX 96262 | AGPX 96282 |
| AGPX 96203 | AGPX 96223 | AGPX 96243 | AGPX 96263 | AGPX 96283 |
| AGPX 96204 | AGPX 96224 | AGPX 96244 | AGPX 96264 | AGPX 96284 |
| AGPX 96205 | AGPX 96225 | AGPX 96245 | AGPX 96265 | AGPX 96285 |
| AGPX 96206 | AGPX 96226 | AGPX 96246 | AGPX 96266 | AGPX 96286 |
| AGPX 96207 | AGPX 96227 | AGPX 96247 | AGPX 96267 | AGPX 96287 |
| AGPX 96208 | AGPX 96228 | AGPX 96248 | AGPX 96268 | AGPX 96288 |
| AGPX 96209 | AGPX 96229 | AGPX 96249 | AGPX 96269 | AGPX 96289 |
| AGPX 96210 | AGPX 96230 | AGPX 96250 | AGPX 96270 | AGPX 96290 |
| AGPX 96211 | AGPX 96231 | AGPX 96251 | AGPX 96271 | AGPX 96291 |
| AGPX 96212 | AGPX 96232 | AGPX 96252 | AGPX 96272 | AGPX 96292 |
| AGPX 96213 | AGPX 96233 | AGPX 96253 | AGPX 96273 | AGPX 96293 |
| AGPX 96214 | AGPX 96234 | AGPX 96254 | AGPX 96274 | AGPX 96294 |
| AGPX 96215 | AGPX 96235 | AGPX 96255 | AGPX 96275 | AGPX 96295 |
| AGPX 96216 | AGPX 96236 | AGPX 96256 | AGPX 96276 | AGPX 96296 |
| AGPX 96217 | AGPX 96237 | AGPX 96257 | AGPX 96277 | AGPX 96297 |
| AGPX 96218 | AGPX 96238 | AGPX 96258 | AGPX 96278 | AGPX 96298 |
| AGPX 96219 | AGPX 96239 | AGPX 96259 | AGPX 96279 | AGPX 96299 |