

RECORDATION NO. 20239-J FILED

DEC 05 '08 -8 00 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
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December 5, 2008

Anne K. Quinlan, Esquire
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 Termination of Security Interest in Cars and Lease, dated as of December 4, 2008, 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 Numbers 20239 and 20239-F through -I.

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

Secured Party: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

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

23 flatbed railcars: BVMY 9610 - BVMY 9628 (excluding BVMY 9619) and UMP 19630 - UMP 19634.

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

Termination of Security Interest in Cars and 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 "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

DEC 05 '08 -8 00 AM

Termination of Security Interest in Cars and Lease **SUN: OF TRANSPORTATION BOARD**

For valued received, The CIT Group/Equipment Financing, Inc., a Delaware corporation ("Secured Party" or "CIT"), releases and terminates any and all rights and interests of Secured Party with respect to the railcars and lease described in the schedule attached hereto (the "Released Collateral"), including without limitation any security interests and other rights and interests in the Released Collateral pursuant to the memoranda listed in the table below and the agreements referenced therein:

Description of document	Date and time of filing with STB	STB recordation number
Memorandum of Railcar Lease Agreement dated as of August 20, 1996	8/21/1996 9:45 a.m.	20239
Memorandum of Assignment and Consent to Assignment dated December 22, 2003	1/23/2004 2:26 p.m.	20239-F
Memorandum of Assignment of Railcar Lease dated as of June 30, 2005, executed by M&T Credit Services, LLC as assignor and Infinity Rail, LLC ("IR") as assignee	9/30/2005 8:47 a.m.	20239-G
Memorandum of Security Agreement, dated as of June 8, 2005, executed by IR as debtor/assignor and CIT as secured party / assignee	9/30/2005 8:51 a.m.	20239-H
Memorandum of Security Agreement dated as of June 8, 2005, executed by IR as debtor/assignor and CIT as secured party / assignee	9/30/2005 8:54 a.m.	20239-I

Executed as of December 4, 2008.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Richard A. Rossi
Title: Senior Director

State of Illinois; County of Cook

On December 3, 2008, personally appeared before me Richard A. Rossi, to me personally known, who being by me duly sworn, said that he is Senior Director of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.

Rachel Moton
Notary Public
My commission expires:

[NOTARIAL SEAL]



Schedule 1
to Termination of Security Interest in Cars and Lease

Description of Cars: used 89-foot, 100-ton flat bed railcars

Quantity: twenty three (23)

Reporting marks and identifying numbers:

Unit Count	Car Mark	Car Num
1	BVRY	9610
2	BVRY	9611
3	BVRY	9612
4	BVRY	9613
5	BVRY	9614
6	BVRY	9615
7	BVRY	9616
8	BVRY	9617
9	BVRY	9618
10	BVRY	9620
11	BVRY	9621
12	BVRY	9622
13	BVRY	9623
14	BVRY	9624
15	BVRY	9625
16	BVRY	9626
17	BVRY	9627
18	BVRY	9628
19	UMP	19630
20	UMP	19631
21	UMP	19632
22	UMP	19633
23	UMP	19634

Lease: the lease between Infinity Rail, LLC ("IR") as lessor and Mittal Steel USA - Railways Inc. (f/k/a ISG Railways Inc.) as lessee, pursuant to the following documents (which documents are described here as they appear on their face, it being understood that the lessor party is now IR), as amended to date:

- (i) Lease Agreement dated as of May 1, 1996 between Rail Trusts Equipment, Inc. as original lessor and Brandywine Valley Railroad Company as original lessee and Lukens Steel Company as original guarantor;
- (ii) Consent and Agreement dated as of August 20, 1996 between Morgan Rail L.L.C. (successor in interest to Rail Trusts Equipment, Inc.) as assignor, Brandywine Valley Railroad Company as lessee, Lukens Steel Company as guarantor, and The First National Bank of Maryland as assignee;
- (iii) Assignment and Consent to Assignment dated December 22, 2003 among Brandywine Valley Railroad Company, ISG Railways, Inc., Manufacturers and Traders Trust Company, and International Steel Group Inc.

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: 12/5/08



Robert W. Alvord