

RECORDATION NO. 20903-C FILED

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**SURFACE TRANSPORTATION BOARD**

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

November 30, 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 November 30, 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 Schedule No. 2 to Master Lease Agreement and related documents previously filed with the Board under Recordation Number 20903.

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

Lessor:                   Manufacturers and Traders Trust Company  
                                  (successor to M&T Credit Services, LLC,  
                                  successor to The First National Bank of  
                                  Maryland)  
                                  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  
November 30, 2009  
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A description of the railroad equipment covered by the enclosed document is:

All equipment as identified in the documents filed under Recordation Number 20903 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

NOV 30 '09

-2 3 5 PM

**NOTICE OF FULL TERMINATION OF LEASE**

SURFACE TRANSPORTATION BOARD

The undersigned, MANUFACTURERS AND TRADERS TRUST COMPANY (successor to M&T Credit Services, LLC, successor to The First National Bank of Maryland), 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 Schedule No. 2 to the Master Railcar Lease Agreement dated as of September 30, 1997, 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 Schedule No. 2 to Master Railcar Lease Agreement was duly filed and recorded with the Surface Transportation Board (the "Board") on September 30, 1997 under Recordation Number 20903. 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 20903.

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: November 30, 2009

[Signature pages follow]

MANUFACTURERS AND TRADERS TRUST COMPANY,  
as Lessor,

By: Arthur H. Salzman

Printed Name: Arthur H. Salzman

Title: Administrative Vice President

State of NEW YORK )

County of ERIE )

ss.

On this 23<sup>rd</sup> day of November, 2009, before me personally appeared Arthur H. Salzman, to me personally known, who, being duly sworn did say that (s)he is a Adm. / VP 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.

René M. Shofner  
NOTARY PUBLIC

My commission expires:

RENE' M. SHOFNER #01955087764  
Notary Public, State of New York  
Qualified in Niagara County  
My Commission Expires Nov. 3, 2013

## EXHIBIT A

### HeadLease #2 – Schedule 2

1. Memorandum of Schedule No. 2 to Railcar Lease Agreement, dated as of September 30, 1997, between The First National Bank of Maryland, Lessor, and NorRail, Inc., Lessee, filed with the Board on September 30, 1997 at 5:10 p.m. under Recordation Number 20903.
2. Notice, dated as of May 3, 2006, between M&T Credit Services, LLC (successor to Allfirst Bank and The First National Bank of Maryland), Lessor, and Bombardier Capital Rail Inc. (successor to NorRail, Inc.), Lessee, filed with the Board on May 4, 2006 at 2:58 p.m. under Recordation Number 20903-A.
3. STB Memorandum of Assignment and Assumption Agreement (HL2), from Bombardier Capital Rail, Inc., Assignor, to The CIT Group/Equipment Financing, Inc., Assignee, dated as of October 2, 2006, filed with the Board on October 2, 2006 at 9:30 a.m. under Recordation Number 20903-B.

[Headlease 2/20 - Schedules 1/2/3/4/6/9]

EXHIBIT B

Title	Document Date	Parties	Filing Date
Memorandum of Schedule No. 3 to Railcar Lease Agreement	September 30, 1997	The First National Bank of Maryland; Norrail, Inc.	September 30, 1997
Memorandum of Schedule No. 2 to Railcar Lease Agreement	September 30, 1997	The First National Bank of Maryland; Norrail, Inc.	September 30, 1997
Memorandum of Schedule No. 1 to Railcar Lease Agreement	September 30, 1997	The First National Bank of Maryland; Norrail, Inc.	September 30, 1997
Memorandum of Schedule No. 4 to Railcar Lease Agreement	December 24, 1997	The First National Bank of Maryland; Norrail, Inc.	December 24, 1997
Memorandum of Schedule No. 6 to Railcar Lease Agreement	December 29, 1997	The First National Bank of Maryland; Norrail, Inc.	December 31, 1997
Memorandum of Schedule No. 9 to Master Railcar Lease Agreement	September 29, 1999	Allfirst Bank and Bombardier Capital Rail Inc.	October 15, 1999

Title	Document Date	Parties	Billing Date
<p><b>Omnibus Notice of Amendment</b></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 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.</p>	<p>August 9, 2006</p>	<p>Bombardier Capital Rail Inc.</p>	<p>August 9, 2006</p>
<p><b>Omnibus Notice of Amendment</b></p> <p>This document takes note of various name changes of including (i) NorRail, Inc. to Bombardier Capital Rail Inc. (ii) The First National Bank of Maryland to M &amp; T Credit Services, LLC (iii) First Security Bank, National Association to Wells Fargo Bank, National Association (iv) Ameritech Credit Corporation to AT&amp;T Capital Services, Inc. (v) Harris Trust and Savings Bank to BNY Midwest Trust Company and (vi) First Omni Bank, National Association to Manufacturers and Traders Trust Company. This document also notes the destruction and substitution of certain equipment.</p>	<p>September 12, 2006</p>	<p>Bombardier Capital Rail Inc.</p>	<p>September 13, 2006</p>
<p><b>Memorandum of Assignment and Assumption Agreement</b></p>	<p>October 2, 2006</p>	<p>Bombardier Capital Rail Inc. and The CIT Group/Equipment Financing Inc.</p>	<p>October 2, 2006</p>

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: 11/30/09



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Robert W. Alvord