

RECORDATION NO. 26436-H FILED

DEC 01 '09 -2 4 5 PM

SURFACE TRANSPORTATION BOARD

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

December 1, 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 1, 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 Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 and related documents previously filed with the Board under Recordation Number 26436.

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

Owner Trustee/ Lessor	CIT Rail Trust 2006-1 by Wells Fargo Bank, N.A., not in its individual capacity but solely as Owner Trustee 299 South Main Street, 12th Floor Salt Lake Cit, UT 84111
[Lessee]	The CIT Group/Equipment Financing, Inc. 30 South Wacker, Suite 3000 Chicago, IL 60606]

Section Chief  
December 1, 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 26436 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

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**NOTICE OF FULL TERMINATION OF LEASE**

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee of CIT RAIL TRUST 2006-1, a Delaware statutory trust, 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 Equipment Lease Agreement dated as of June 30, 2006, as amended, modified or supplemented (the "Lease"), with THE CIT GROUP/EQUIPMENT FINANCING, INC , as Lessee (the "Lessee").

An initial Memorandum describing the Lease was duly filed and recorded with the Surface Transportation Board (the "Board") on June 30, 2006 under Recordation Number 26436. 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 all supplements thereto identified in the primary and secondary filings made under Recordation Number 26436.

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 1, 2009

[Signature pages follow]



## EXHIBIT A

### CIT Rail Trust 2006-1

1. Memorandum of Lease Agreement, Lease Supplement No 1, Lease Supplement No. 2, Lease Supplement No 3, Lease Supplement No 4 and Lease Supplement No. 5, dated June 30, 2006, between CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on June 30, 2006 at 2:41 p m under Recordation Number 26436

2. Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated June 30, 2006, between Wilmington Trust Company, not individually but solely as Indenture Trustee, and CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, filed with the Board on June 30, 2006 at 2:51 p m under Recordation Number 26436-A

3. Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No 4 and Lease Supplement No. 5, dated October 31, 2008, between CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on October 31, 2008 at 12.15 p.m. under Recordation Number 26436-B

4. Amended and Restated Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No 1, dated October 31, 2008, between Wilmington Trust Company, not individually but solely as Indenture Trustee, and CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, filed with the Board on October 31, 2008 at 12:15 p.m. under Recordation Number 26436-C.

5. Second Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No 5, dated June 24, 2009, between CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc , Lessee, filed with the Board on June 24, 2009 at 2.15 p.m. under Recordation Number 26436-D.

6. Second Amended and Restated Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated June 24, 2009, between Wilmington Trust Company, not individually but solely as

Indenture Trustee, and CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, filed with the Board on June 24, 2009 at 2.15 p.m. under Recordation Number 26436-E.

7. Lease Supplement No. 6, dated as of June 25, 2009, between CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on June 25, 2009 at 12:30 p.m. under Recordation Number 26436-F.

8 Trust Indenture Supplement No. 2, dated as of June 25, 2009, between Wilmington Trust Company, not individually but solely as Indenture Trustee, and CIT Rail Trust 2006-1, by Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee, filed with the Board on June 25, 2009 at 12:30 p.m. under Recordation Number 26436-G

## EXHIBIT B

### **CIT Rail Trust 2006-1 – Lease Termination**

Equipment Lease Agreement (CIT Rail Trust 2006-1) dated as of June 30, 2006 between CIT Rail Trust 2006-1 acting through Wells Fargo Bank, National Association, not in its individual capacity but solely as Owner Trustee CIT Rail Trust 2006-1 and The CIT Group/Equipment Financing, Inc.

Lease Supplement No. 1 (CIT Rail Trust 2006-1) dated June 30, 2006.

Lease Supplement No. 2 (CIT Rail Trust 2006-1) dated June 30, 2006.

Lease Supplement No. 3 (CIT Rail Trust 2006-1) dated June 30, 2006.

Lease Supplement No. 4 (CIT Rail Trust 2006-1) dated June 30, 2006.

Lease Supplement No. 5 (CIT Rail Trust 2006-1) dated June 30, 2006.

Lease Supplement No. 6 (CIT Rail Trust 2006-1) dated June 25, 2009, filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on June 25, 2009.

Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 dated as of June 30, 2006, filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on June 30, 2006.

Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 dated October 31, 2008, filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on October 31, 2008.

Second Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 dated June 24, 2009, filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on June 24, 2009

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: 12/1/09



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Robert W Alvord