

RECORDATION NO. 21040 - I
FILED

DEC 02 '09 -2 05 PM

SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 2, 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 2, 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 Master Railcar Lease Agreement and related documents previously filed with the Board under Recordation Numbers 21040, -B, -D, -E, -F and -G.

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

Owner Trustee/ Lessor.	Wells Fargo Bank Northwest, N A (successor to First Security Bank, National Association) 299 South Main Street, 12th Floor Salt Lake Cit, UT 84111
[Lessee	The CIT Group/Equipment Financing, Inc. (successor to Bombardier Capital Rail Inc.) 30 South Wacker, Suite 3000 Chicago, IL 60606]

Section Chief
December 2, 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 Numbers 21040, -B, -D, -E, -F and -G.

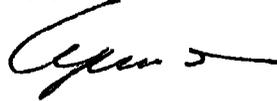
A short summary of the document to appear in the index is

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 "Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem
Enclosures

RECORDATION NO. 21040-J FILED

DEC 02 '09 -2 05 PM

NOTICE OF FULL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK NORTHWEST, N.A. (successor to First Security Bank, National Association), not in its individual capacity but solely as Owner Trustee, 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 Schedule No. 1 to the Master Railcar Lease Agreement No 0000153 dated as of December 2, 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 Master Railcar Lease Agreement was duly filed and recorded with the Surface Transportation Board (the "Board") on December 2, 1997 under Recordation Number 21040. 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 21040.

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 2, 2009

[Signature pages follow]

WELLS FARGO BANK NORTHWEST, N A.,
not in its individual capacity but solely as Owner Trustee,
Lessor

By. Michael Arsenault
Printed Name: Michael Arsenault
Title Assistant Vice President

State of Utah)
County of Salt Lake) ss

On this 1st day of December, 2009 before me personally appeared Michael Arsenault, to me personally known, who, being duly sworn did say that (s)he is a Asst. Vice President of WELLS FARGO BANK NORTHWEST, N A , 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

Adria Coombs
NOTARY PUBLIC

My commission expires

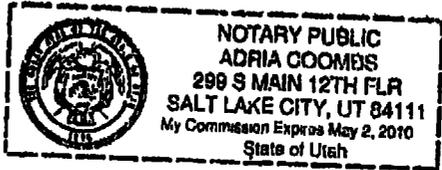


EXHIBIT A

Headlease No. 3 Schedule 1

1. Memorandum of Master Railcar Lease Agreement, dated as of December 2, 1997, between First Security Bank, National Association, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 2, 1997 at 1:20 p m. under Recordation Number 21040.

2. Notice, dated as of May 10, 2006, between AIG Commercial Equipment Finance, Inc (successor to First Security Bank, National Association), Lessor, and Bombardier Capital Rail Inc. (successor to NorRail, Inc), Lessee, filed with the Board on May 17, 2006 at 3:17 p.m. under Recordation Number 21040-B.

3. Notice, dated as of August 28, 2006, by Bombardier Capital Rail Inc., Lessee, respecting AIG Commercial Equipment Finance, Inc , Lessor, filed with the Board on August 30, 2006 at 12.39 p m. under Recordation Number 21040-D.

4 Notice, dated as of September 26, 2006, by Bombardier Capital Rail Inc., Lessee, respecting AIG Commercial Equipment Finance, Inc., Lessor, filed with the Board on September 27, 2006 at 8:45 a m under Recordation Number 21040-E.

5. Notice, dated as of October 1, 2006, by Bombardier Capital Rail Inc., Lessee, respecting AIG Commercial Equipment Finance, Inc , Lessor, filed with the Board on October 2, 2006 at 8:15 a.m. under Recordation Number 21040-F.

6 STB Memorandum of Assignment and Assumption Agreement (HL3), dated as of October 2, 2006, from Bombardier Capital Rail, Inc , Assignor, to The CIT Group/Equipment Financing, Inc , Assignee, filed with the Board on October 2, 2006 at 9 30 a.m. under Recordation Number 21040-G.

[Headlease 3 – Schedule 1]

EXHIBIT 3

Title	Document Date	Parties	Filing Date
<p>Memorandum of Master Railcar Lease Agreement</p>	<p>December 2, 1997</p>	<p>First Security Bank, National Association, Norrail, Inc.</p>	<p>December 2, 1997</p>
<p>Omnibus Notice of Amendment 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&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>Omnibus Notice of Amendment This document takes note of various name changes including (i) NorRail, Inc to Bombardier Capital Rail Inc. (ii) The First National Bank of Maryland to M & T Credit Services, LLC (iii) First Security Bank, National Association to Wells Fargo Bank, National Association (iv) Ameritech Credit Corporation to AT&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</p>	<p>September 12, 2006</p>	<p>Bombardier Capital Rail Inc.</p>	<p>September 13, 2006</p>

Title	Document Date	Parties	Filing Date
the destruction and substitution of certain equipment.			
Omnibus Notice of Amendment This document makes note of certain casualties and remarks.	September 28, 2006	Bombardier Capital Rail Inc	September 29, 2006
Omnibus Notice of Amendment This document makes note of certain remarks	October 1, 2006	Bombardier Capital Rail Inc.	October 2, 2006
Memorandum of Assignment and Assumption Agreement	October 2, 2006	Bombardier Capital Rail Inc. and The CIT Group/Equipment Financing Inc.	October 2, 2006

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 12/2/09



Robert W Alvord