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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 17, 2010

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 Partial Termination and Release of Security Interest, dated as of February 17, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A and the Notice of Appointment of Successor Administrative Agent and Collateral Agent filed under 28010-E.

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

Collateral Agent: Bank of America, N.A., as Collateral Agent
901 Main Street, 14th Floor
Dallas, Texas 75202

[Grantors: The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc.
C.I.T. Leasing Corporation
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039]

Section Chief
February 17, 2010
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A description of the railroad equipment covered by the enclosed document is:

325 railcars within the series NAHX 390103 - NAHX 390360 and SR 140500 - SR 104930 as more particularly set forth in the equipment schedule attached to the document.

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

Partial Termination and Release of Security Interest.

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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SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

The undersigned, BANK OF AMERICA, N.A., as Administrative Agent and the Collateral Agent (as defined in the Security Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc., The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, Memoranda of which were recorded with the Surface Transportation Board under Recordation Nos. 28010 and 28010-A. Notice of the succession of Bank of America, N.A. as Collateral Agent under the Security Agreement was recorded with the Surface Transportation Board under Recordation No. 28010-E.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Security Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment. Except as provided above, the Collateral Documents as defined in the Credit Agreement remain in full force and effect. Nothing contained in this instrument will be construed as a release, waiver or amendment of any provision of any Collateral Document as defined in the Credit Agreement other than as expressly provided above.

[Signature pages follow]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

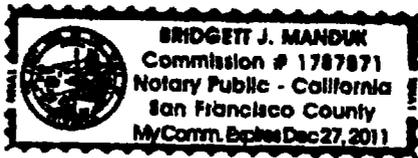
State of California

County of San Francisco

On 17/Jan/10 before me, Bridgett J. Manduk, Notary Public
Date Here Insert Name and Title of the Officer

personally appeared Robert Rittelmeier
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Bridgett Manduk
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Partial Termination and Release of Security Interest
Document Date: October 28, 2009 Number of Pages: 5

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Robert Rittelmeier

- Individual
- Corporate Officer — Title(s): Vice President
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: Bank of America, N.A.

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Exhibit A

Three hundred twenty five(325) railcars, consisting of the following:

A. Nineteen (19) Murfreesboro Model C612 3,9003,915 cu. ft. PD Hopper Cars, bearing the following marks and numbers:

	<u>Mark</u>	<u>Number</u>	8	NAIIX	390213	16	NAIIX	390226
1	NAHX	390103	9	NAHX	390214	17	NAHX	390227
2	NAHX	390108	10	NAHX	390220	18	NAHX	390309
3	NAHX	390142	11	NAIIX	390221	19	NAHX	390360
4	NAHX	390144	12	NAHX	390222			
5	NAHX	390145	13	NAHX	390223			
6	NAHX	390187	14	NAHX	390224			
7	NAHX	390212	15	NAHX	390225			

B. Three Hundred Six (306) Greenville Model L027 50' 70ton Pulpwood Bulkhead Flat Cars, bearing the following marks and numbers:

	<u>Mark</u>	<u>Number</u>	30	SR	140531	60	SR	140565
1	SR	140500	31	SR	140532	61	SR	140566
2	SR	140501	32	SR	140533	62	SR	140567
3	SR	140502	33	SR	140534	63	SR	140568
4	SR	140503	34	SR	140536	64	SR	140569
5	SR	140504	35	SR	140537	65	SR	140570
6	SR	140506	36	SR	140538	66	SR	140571
7	SR	140507	37	SR	140540	67	SR	140572
8	SR	140508	38	SR	140541	68	SR	140573
9	SR	140509	39	SR	140542	69	SR	140574
10	SR	140510	40	SR	140543	70	SR	140575
11	SR	140511	41	SR	140544	71	SR	140576
12	SR	140513	42	SR	140545	72	SR	140577
13	SR	140514	43	SR	140546	73	SR	140578
14	SR	140515	44	SR	140547	74	SR	140579
15	SR	140516	45	SR	140549	75	SR	140580
16	SR	140517	46	SR	140550	76	SR	140582
17	SR	140518	47	SR	140551	77	SR	140583
18	SR	140519	48	SR	140552	78	SR	140584
19	SR	140520	49	SR	140553	79	SR	140586
20	SR	140521	50	SR	140554	80	SR	140587
21	SR	140522	51	SR	140555	81	SR	140588
22	SR	140523	52	SR	140556	82	SR	140589
23	SR	140524	53	SR	140558	83	SR	140590
24	SR	140525	54	SR	140559	84	SR	140591
25	SR	140526	55	SR	140560	85	SR	140593
26	SR	140527	56	SR	140561	86	SR	140594
27	SR	140528	57	SR	140562	87	SR	140595
28	SR	140529	58	SR	140563	88	SR	140596
29	SR	140530	59	SR	140564	89	SR	140598

90	SR	140599	139	SR	140658	188	SR	140717
91	SR	140602	140	SR	140659	189	SR	140718
92	SR	140603	141	SR	140661	190	SR	140720
93	SR	140604	142	SR	140662	191	SR	140721
94	SR	140605	143	SR	140663	192	SR	140722
95	SR	140606	144	SR	140664	193	SR	140723
96	SR	140608	145	SR	140665	194	SR	140724
97	SR	140609	146	SR	140666	195	SR	140725
98	SR	140610	147	SR	140667	196	SR	140727
99	SR	140611	148	SR	140668	197	SR	140728
100	SR	140612	149	SR	140669	198	SR	140729
101	SR	140613	150	SR	140670	199	SR	140730
102	SR	140614	151	SR	140671	200	SR	140731
103	SR	140615	152	SR	140672	201	SR	140732
104	SR	140616	153	SR	140673	202	SR	140733
105	SR	140617	154	SR	140674	203	SR	140734
106	SR	140618	155	SR	140675	204	SR	140735
107	SR	140619	156	SR	140677	205	SR	140736
108	SR	140620	157	SR	140678	206	SR	140737
109	SR	140623	158	SR	140679	207	SR	140738
110	SR	140624	159	SR	140680	208	SR	140740
111	SR	140625	160	SR	140681	209	SR	140741
112	SR	140626	161	SR	140682	210	SR	140742
113	SR	140627	162	SR	140683	211	SR	140743
114	SR	140628	163	SR	140684	212	SR	140744
115	SR	140629	164	SR	140686	213	SR	140746
116	SR	140630	165	SR	140687	214	SR	140748
117	SR	140631	166	SR	140688	215	SR	140749
118	SR	140632	167	SR	140689	216	SR	140750
119	SR	140633	168	SR	140690	217	SR	140751
120	SR	140634	169	SR	140692	218	SR	140752
121	SR	140635	170	SR	140693	219	SR	140753
122	SR	140636	171	SR	140694	220	SR	140754
123	SR	140637	172	SR	140695	221	SR	140758
124	SR	140638	173	SR	140696	222	SR	140759
125	SR	140639	174	SR	140698	223	SR	140760
126	SR	140640	175	SR	140700	224	SR	140761
127	SR	140641	176	SR	140701	225	SR	140762
128	SR	140643	177	SR	140703	226	SR	140764
129	SR	140645	178	SR	140705	227	SR	140766
130	SR	140647	179	SR	140706	228	SR	140767
131	SR	140648	180	SR	140707	229	SR	140769
132	SR	140649	181	SR	140709	230	SR	140770
133	SR	140651	182	SR	140710	231	SR	140771
134	SR	140652	183	SR	140711	232	SR	140772
135	SR	140653	184	SR	140713	233	SR	140773
136	SR	140655	185	SR	140714	234	SR	140774
137	SR	140656	186	SR	140715	235	SR	140775
138	SR	140657	187	SR	140716	236	SR	140776

237	SR	140777	261	SR	140802	285	SR	140829
238	SR	140778	262	SR	140803	286	SR	140830
239	SR	140779	263	SR	140804	287	SR	140831
240	SR	140780	264	SR	140805	288	SR	140832
241	SR	140781	265	SR	140806	289	SR	140833
242	SR	140783	266	SR	140807	290	SR	140834
243	SR	140784	267	SR	140808	291	SR	140835
244	SR	140785	268	SR	140809	292	SR	140836
245	SR	140786	269	SR	140810	293	SR	140837
246	SR	140787	270	SR	140811	294	SR	140838
247	SR	140788	271	SR	140812	295	SR	140839
248	SR	140789	272	SR	140814	296	SR	140840
249	SR	140790	273	SR	140815	297	SR	140841
250	SR	140791	274	SR	140816	298	SR	140843
251	SR	140792	275	SR	140817	299	SR	140844
252	SR	140793	276	SR	140818	300	SR	140845
253	SR	140794	277	SR	140819	301	SR	140846
254	SR	140795	278	SR	140820	302	SR	140847
255	SR	140796	279	SR	140821	303	SR	140849
256	SR	140797	280	SR	140824	304	SR	140928
257	SR	140798	281	SR	140825	305	SR	140929
258	SR	140799	282	SR	140826	306	SR	140930
259	SR	140800	283	SR	140827			
260	SR	140801	284	SR	140828			

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: 2/17/10



Robert W. Alvord