

RECORDATION NO. 28010-444 FILED

DEC 16 '10 -3 15 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

December 16, 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 December 16, 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 Series B Security Agreement, a Memorandum of which was filed under Recordation Number 28010-W.

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

Secured Party: Deutsche Bank Trust Company Americas
as Series B Subsidiary Collateral Agent
60 Wall Street, 26th Floor
New York, NY 10005

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

Chief, Section of Administration
December 16, 2010
Page 2

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

9 SD40-2 locomotives: CEFX 7081, CEFX 7084, CEFX 7088, CEFX 7095, CEFX 7097, CEFX 7107, CEFX 7109, CEFX 7116 and CEFX 7123.

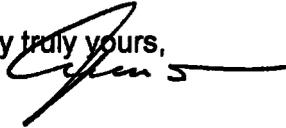
A short summary of the document to appear in the index is:

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/EML/bhs
Enclosures

RECORDATION NO. 28010-444
FILED

DEC 16 '10 -3 15 PM

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

Series A

SURFACE TRANSPORTATION BOARD

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Series A Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Series A Subsidiary 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 Series A Collateral Agreement, dated as of December 10, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc. and The CIT Group/Corporate Aviation, Inc. (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, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-V.

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 Collateral 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, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

[Signature pages follow]

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent

By: Irene Siegel

Name: **IRENE SIEGEL**
VICE PRESIDENT.

Title: _____

By: Maria Inoa

Name: **MARIA INOA**
ASSOCIATE

Title: _____

NOTARY STATEMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, Winsome Ferguson, a Notary Public, qualified in Bronx County, New York, do hereby certify that on this 16 day of December, 2010, personally appeared Irene Siegel and Maria Inoa, who acknowledged themselves to be Vice President and Associate, respectively of Deutsche Bank Trust Company Americas, as Series A Subsidiary Collateral Agent and that they, as such officers being authorized to do so, executed the foregoing instrument in the capacity therein contained and for the purposes therein contained.

IN WITNESS WHEREOF, I herunto set my hand.

My commission expires: 3/3/2011

Winsome Ferguson
Notary Public

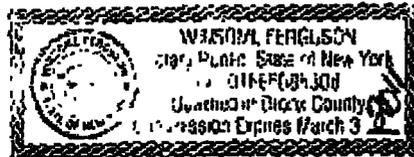


Exhibit A

Nine (9) SD40-2 locomotives, bearing the following marks and numbers:

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>
1	CEFX	7084	115
2	CEFX	7116	143
3	CEFX	7088	117
4	CEFX	7107	134
5	CEFX	7123	150
6	CEFX	7097	124
7	CEFX	7081	112
8	CEFX	7095	123
9	CEFX	7109	136

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:

12/16/10



Robert W. Alvord