

JUN 28 '10 -12 05 PM

**SURFACE TRANSPORTATION BOARD**

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

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

20036

OF COUNSEL  
URBAN A. TESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

June 28, 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 June 28, 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 A Security Agreement, a Memorandum of which was filed under Recordation Number 28010-V.

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

Secured Party: Deutsche Bank Trust Company Americas  
as Series A 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  
June 28, 2010  
Page 2

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

37 covered hopper cars: 32 within the series NRLX 47507 - NRLX 47938 and 5 within the series NRLX 100006- NRLX 100032, as more particularly set forth in the equipment schedule attached to the document.

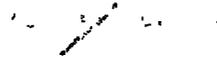
A short summary of the document to appear in the index is:

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/EML/bhs  
Enclosures

**PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST**  
**Series A**

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]*

RECORDATION NO. 28010-44 FILED

JUN 28 '10 -12 05 PM

SURFACE TRANSPORTATION BOARD

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Collateral Agent

By: Irene Siegel

Name: \_\_\_\_\_

Title: IRENE SIEGEL  
~~VICE PRESIDENT~~

By: Maria Inga

Name: \_\_\_\_\_  
MARIA INGA  
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 28 day of June, 2010 personally appeared  
Irene Siegel and MARIA INGA, who acknowledged themselves  
to be VP 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 hereunto set my hand.

Winsome Ferguson  
Notary Public

My commission expires: \_\_\_\_\_



## Exhibit A

Thirty seven (37) 4750 c.f. covered hopper cars, marked and numbered as follows:

	<u>Mark</u>	<u>Number</u>	<u>EIN</u>
1	NRLX	47507	156553
2	NRLX	47513	156554
3	NRLX	47515	156555
4	NRLX	47526	156556
5	NRLX	47533	156557
6	NRLX	47558	156558
7	NRLX	47563	156559
8	NRLX	47569	156560
9	NRLX	47645	156561
10	NRLX	47655	156562
11	NRLX	47663	156563
12	NRLX	47664	156564
13	NRLX	47672	156565
14	NRLX	47690	156566
15	NRLX	47691	156567
16	NRLX	47698	156568
17	NRLX	47718	156569
18	NRLX	47719	156570
19	NRLX	47728	156571
20	NRLX	47730	156572
21	NRLX	47756	156573
22	NRLX	47780	156574
23	NRLX	47781	156575
24	NRLX	47797	156576
25	NRLX	47799	156577
26	NRLX	47804	156578
27	NRLX	47806	156579
28	NRLX	47812	156580
29	NRLX	47819	156581
30	NRLX	47932	156582
31	NRLX	47936	156583
32	NRLX	47938	156584
33	NRLX	100006	156585
34	NRLX	100009	156586
35	NRLX	100021	156587
36	NRLX	100023	156588
37	NRLX	100032	156589

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: 6-28-2010



-----  
Robert W. Alvord