

RECORDATION NO. 28010-222 FILED

DEC 29 '10 -3 00 PM

**SURFACE TRANSPORTATION BOARD**

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

December 29, 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 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.

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

Secured Party: Bank of America, N.A., as Collateral Agent  
901 Main Street, 14<sup>th</sup> Floor  
Dallas, Texas 75202

[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 29, 2010  
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A description of the railroad equipment covered by the enclosed document is:

81 open top hopper cars: CITX 450000 - CITX 450080.

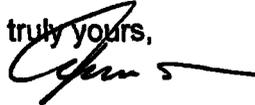
A short summary of the document to appear in the index is:

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

DEC 29 '10 -3 00 PM

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

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]*



**ACKNOWLEDGMENT**

State of California  
County of SAN FRANCISCO

On DECEMBER 28, 2010 before me, LILIANA CLAR NOTARY PUBLIC  
(insert name and title of the officer)

personally appeared ROBERT RITTELMAYER  
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 Liliana Clar

(Seal)

**Exhibit A**

Eighty one (81) open top hopper cars, bearing the following marks and numbers:

<u>Mark</u>	<u>Number</u>	<u>EIN</u>	<u>Mark</u>	<u>Number</u>	<u>EIN</u>	<u>Mark</u>	<u>Number</u>	<u>EIN</u>			
1	CITX	450000	63660	29	CITX	450028	63688	57	CITX	450056	63718
2	CITX	450001	63661	30	CITX	450029	63689	58	CITX	450057	63719
3	CITX	450002	63662	31	CITX	450030	63690	59	CITX	450058	63720
4	CITX	450003	63663	32	CITX	450031	63691	60	CITX	450059	63721
5	CITX	450004	63664	33	CITX	450032	63693	61	CITX	450060	63722
6	CITX	450005	63665	34	CITX	450033	63694	62	CITX	450061	63723
7	CITX	450006	63666	35	CITX	450034	63695	63	CITX	450062	63724
8	CITX	450007	63667	36	CITX	450035	63696	64	CITX	450063	63725
9	CITX	450008	63668	37	CITX	450036	63697	65	CITX	450064	63726
10	CITX	450009	63669	38	CITX	450037	63698	66	CITX	450065	63727
11	CITX	450010	63670	39	CITX	450038	63699	67	CITX	450066	63728
12	CITX	450011	63671	40	CITX	450039	63700	68	CITX	450067	63729
13	CITX	450012	63672	41	CITX	450040	63701	69	CITX	450068	63730
14	CITX	450013	63673	42	CITX	450041	63702	70	CITX	450069	63731
15	CITX	450014	63674	43	CITX	450042	63704	71	CITX	450070	63732
16	CITX	450015	63675	44	CITX	450043	63705	72	CITX	450071	63733
17	CITX	450016	63676	45	CITX	450044	63706	73	CITX	450072	63734
18	CITX	450017	63677	46	CITX	450045	63707	74	CITX	450073	63735
19	CITX	450018	63678	47	CITX	450046	63708	75	CITX	450074	63736
20	CITX	450019	63679	48	CITX	450047	63709	76	CITX	450075	63737
21	CITX	450020	63680	49	CITX	450048	63710	77	CITX	450076	63738
22	CITX	450021	63681	50	CITX	450049	63711	78	CITX	450077	63739
23	CITX	450022	63682	51	CITX	450050	63712	79	CITX	450078	63740
24	CITX	450023	63683	52	CITX	450051	63713	80	CITX	450079	63741
25	CITX	450024	63684	53	CITX	450052	63714	81	CITX	450080	63742
26	CITX	450025	63685	54	CITX	450053	63715				
27	CITX	450026	63686	55	CITX	450054	63716				
28	CITX	450027	63687	56	CITX	450055	63717				

**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: \_\_\_\_\_

12/30/10



\_\_\_\_\_  
Robert W. Alvord