

RECORDATION NO. 28010 - BBB 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 29, 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 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.

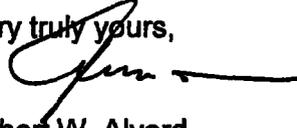
A short summary of the document to appear in the index is:

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

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST
Series B

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Series B Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Series B 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 B 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-W.

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: _____

Title: IRENE SIEGEL
VICE PRESIDENT

By: *Louis Bodi*

Name: LOUIS BODI
VICE PRESIDENT

Title: _____

NOTARY STATEMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, Diana E. Vasquez, a Notary Public, qualified in New York County, New York, do hereby certify that on this 21 day of December, 2010, personally appeared Irene Siegel and Louis Bodi, who acknowledged themselves to be VP and VP, respectively of Deutsche Bank Trust Company Americas, as Series B 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.

Diana E. Vasquez
Notary Public

My commission expires: _____



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

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