

RECORDATION NO. 28010-AAAAA
FILED

APR 29 '11 -11 35 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

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

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

April 29, 2011

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 April 29, 2011, 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 C Security Agreement, a Memorandum of which was filed under Recordation Number 28010-XXXX.

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

Secured Party: Deutsche Bank Trust Company Americas
as Series C 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.I.T. Leasing Corporation
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039]

Chief, Section of Administration
April 29, 2011
Page 2

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

40 container flatcars within the series CITX 107005 - CITX 107194 as
more particularly set forth in the attachment 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,



Edward M. Luria

RWA/EML/bhs
Enclosures

APR 29 '11 - 11 35 AM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST
Series C

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the 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 C Collateral Agreement, dated as of March 30, 2011 (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., 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, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-XXXX

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 *29* day of *April*, 20 *11*, personally appeared
Irene Siegel and *Maria Inoa*, who acknowledged themselves
to be *VP* and *ASSOCIATE*, respectively of Deutsche
Bank Trust Company Americas, as 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: *March 3, 2015*



Exhibit A

Forty (40) 85' container flat cars, bearing the following marks and numbers:

Mark	Number	EIN
CITX	107005	994449
CITX	107007	994451
CITX	107010	994454
CITX	107011	994455
CITX	107014	994458
CITX	107015	994459
CITX	107017	994461
CITX	107021	994465
CITX	107023	994467
CITX	107025	994469
CITX	107029	994473
CITX	107032	994476
CITX	107034	994478
CITX	107037	994481
CITX	107051	994495
CITX	107058	994502
CITX	107063	994507
CITX	107065	994509
CITX	107083	994527
CITX	107086	994530

Mark	Number	EIN
CITX	107087	994531
CITX	107094	994538
CITX	107102	994546
CITX	107103	994547
CITX	107115	994559
CITX	107122	994566
CITX	107123	994567
CITX	107129	994573
CITX	107130	994574
CITX	107136	994580
CITX	107156	994600
CITX	107159	994603
CITX	107160	994604
CITX	107163	994607
CITX	107167	994611
CITX	107173	994617
CITX	107178	994622
CITX	107180	994624
CITX	107187	994631
CITX	107194	994638

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: 4-29-11



Robert W. Alvord