

RECORDATION NO. 28010 - HHHH H  
FILED H

AUG 02 '11 -2 20 PM

**SURFACE TRANSPORTATION BOARD**

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June 21, 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 August 2, 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/o CIT Group Inc  
1 CIT Drive  
Livingston, New Jersey 07039]

Chief, Section of Administration  
June 21, 2011  
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A description of the railroad equipment covered by the enclosed document is

20 locomotives within the series CEFX 3153 - CEFX 3423 and CEFX 7077 - CEFX 7118 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/sem  
Enclosures

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PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST  
Series C

**SURFACE TRANSPORTATION BOARD**

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: \_\_\_\_\_  
Title: IRENE SIEGEL  
VICE PRESIDENT

By: Jenna Kaufman

Name: JENNA KAUFMAN  
Title: DIRECTOR

NOTARY STATEMENT

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

I, Winsome Ferguson Notary Public, qualified in Bronx County,  
New York, do hereby certify that on this 2 day of Aug, 2011, personally appeared  
Irene Siegel and Jenna Kaufman, who acknowledged themselves  
to be VP and DIRECTOR, 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.

My commission expires

3/3/2015

Winsome Ferguson  
Notary Public

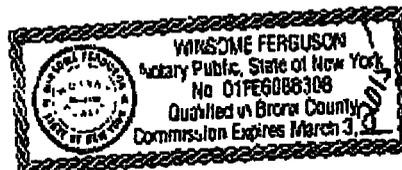


Exhibit A

Twenty (20) SD40-2 Locomotives, bearing the following marks and numbers

	Mark	Number	EIN
1	CEFX	3153	1269
2.	CEFX	3154	1270
3.	CEFX	3156	1272
4.	CEFX	3159	1275
5	CEFX	3162	1278
6	CEFX	3165	1281
7.	CEFX	3167	1283
8	CEFX	3171	1287
9.	CEFX	3174	109
10	CEFX	3178	1411
11.	CEFX	3179	1410
12.	CEFX	3180	152
13.	CEFX	3423	1298
14.	CEFX	7077	108
15.	CEFX	7111	138
16.	CEFX	7076	107
17.	CEFX	7083	114
18.	CEFX	7090	119
19.	CEFX	7091	120
20.	CEFX	7118	145

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: 8/2/11



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