

RECORDATION NO. 28010 - TTTTTTT FILED

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JAN 05 '12 -3 00 PM

SURFACE TRANSPORTATION BOARD

ELIAS C ALVORD (1942)
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January 5, 2012

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 Series C, dated as of January 5, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum and Restated Comprehensive Memorandum of Security Agreements previously filed with the Board under Recordation Number 28010-YYYYY.

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, NJ 07039]

Chief, Section of Administration
January 5, 2012
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A description of the railroad equipment covered by the enclosed document is:

7 GP-35 locomotives WE 100 - WE 107 (except WE 101).

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

Partial Termination and Release of Security Interest Series C.

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

EML/sem
Enclosures

DEUTSCHE BANK TRUST COMPANY
AMERICAS.
as Collateral Agent

By: *Irene Siegel*

Name: _____

Title: Irene Siegel
Vice President

By: _____

Name: _____

Title: MARIA INOA
ASSOCIATE

NOTARY STATEMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, DIANE VASCONZ, a Notary Public, qualified in NEW YORK County, New York, do hereby certify that on this 5 day of JAN, 2012 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.

Diana E. Vasconez
Notary Public

My commission expires: _____

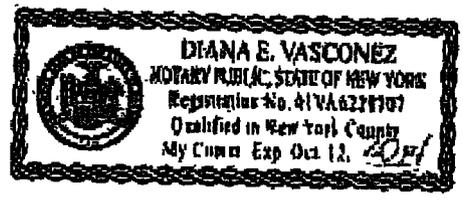


Exhibit A

Seven (7) GP-35 locomotives marked and numbered as follows:

<u>Mark</u>	<u>Number</u>	<u>EIN</u>
WE	100	295
WE	102	296
WE	103	300
WE	104	303
WE	105	299
WE	106	297
WE	107	302

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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. 1-5-12

Edward M Luria
Edward M. Luria