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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

December 15, 2009

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 Notice of Full Termination of Lease, dated as of December 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination of the Memorandum of Lease and related documents previously filed with the Board under Recordation Number 21119.

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

Owner Trustee/ Lessor:	The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company, successor to Harris Trust and Savings Bank) 2 N. LaSalle Street, Suite 1020 Chicago, IL 60602
[Lessee:	The CIT Group/Equipment Financing, Inc. (successor to Bombardier Capital Rail Inc.) 30 South Wacker, Suite 3000 Chicago, IL 60606]

Section Chief  
December 15, 2009  
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A description of the railroad equipment covered by the enclosed document is:

All equipment as identified in the documents filed under Recordation Number 21119 as the same may have been amended, restated or supplemented.

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

Notice of Full Termination of Lease.

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,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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**NOTICE OF FULL TERMINATION OF LEASE**

SURFACE TRANSPORTATION BOARD

The undersigned, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to BNY Midwest Trust Company, successor to Harris Trust and Savings Bank), not in its individual capacity but solely as Owner Trustee, and as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Railcar Lease, dated as of December 15, 1997, as amended, modified or supplemented (the "Lease"), with THE CIT GROUP/EQUIPMENT FINANCING, INC. (successor to Bombardier Capital Rail, Inc.), as Lessee (the "Lessee").

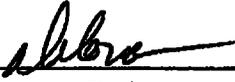
A Memorandum of Lease was duly filed and recorded with the Surface Transportation Board (the "Board") on December 30, 1997 under Recordation Number 21119. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act as noted in Exhibit B. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease and identified in the primary and secondary filings made under Recordation Number 21119

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated: December 15, 2009

[Signature pages follow]

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A. AS SUCCESSOR TRUSTEE TO  
BNY MIDWEST TRUST COMPANY,  
not in its individual capacity but solely as Owner Trustee,  
Lessor

By:   
Printed Name: D. G. Donovan  
Title: Vice President

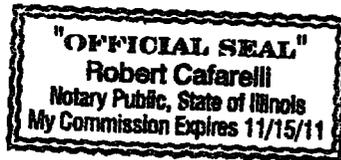
State of Illinois            )  
                                      )  
County of Cook            )       ss

On this 10th day of December, 2009, before me personally appeared D. G. Donovan, to me personally known, who, being duly sworn did say that (s)he is a Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

  
NOTARY PUBLIC

My commission expires



## EXHIBIT A

### Headlease #4

1. Memorandum of Railcar Lease, dated as of December 30 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119.

2. Memorandum of Security Agreement, dated as of December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Debtor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-A.

3. Memorandum of Lease Supplement No. 1, dated December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-B.

4. Memorandum of Security Agreement Supplement No. 1, dated December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Debtor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-C.

5. Memorandum of Lease Assignment, dated December 30, 1997, between Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Debtor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2:00 p.m. under Recordation Number 21119-D

6. Notice, dated as of May 10, 2006, by Bombardier Capital Rail Inc. (successor to NorRail, Inc ), Lessee, respecting BNY Midwest Trust Company, successor to Harris Trust and Savings Bank, Lessor, filed with the Board on May 17, 2006 at 3:05 p.m. under Recordation Number 21119-E

7 STB Memorandum of Assignment and Assumption Agreement (HL4), dated as of October 2, 2006, from Bombardier Capital Rail Inc , Assignor, and The CIT Group/Equipment Financing, Inc , Assignee, filed with the Board on October 2, 2006 at 9:30 a.m. under Recordation Number 21119-F.

[Headlease 4 - Lease]

EXHIBIT B

Title	Document Date	Parties	Filing Date
Memorandum of Lease Supplement No. 1	December 30, 1997	Harris Trust and Savings Bank; Norrail, Inc.	December 30, 1997
Memorandum of Lease	December 30, 1997	Harris Trust and Savings Bank; NorRail, Inc.	December 30, 1997
<p><b>Omnibus Notice of Amendment</b></p> <p>This document takes note of various name changes including (i) NorRail, Inc. to Bombardier Capital Rail Inc. (ii) The First National Bank of Maryland to M &amp; T Credit Services, LLC (iii) First Security Bank, National Association to Wells Fargo Bank, National Association (iv) Ameritech Credit Corporation to AT&amp;T Capital Services, Inc. (v) Harris Trust and Savings Bank to BNY Midwest Trust Company and (vi) First Omni Bank, National Association to Manufacturers and Traders Trust Company. This document also notes the destruction and substitution of certain equipment.</p>	September 12, 2006	Bombardier Capital Rail Inc.	September 13, 2006
Memorandum of Assignment and Assumption Agreement	October 2, 2006	Bombardier Capital Rail Inc. and The CIT Group/Equipment Financing Inc.	October 2, 2006