

DEC 16 '09

9-35 AM

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

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

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

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 21118.

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
Page 2

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

All equipment as identified in the documents filed under Recordation Number 21118 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

DEC 16 '09

9-35 AM

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 21118. 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 21118.

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]

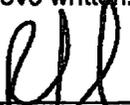
THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A AS SUCCESSOR TRUSTEE TO
BNY MIDWEST TRUST COMPANY,
not in its individual capacity but solely as Owner Trustee,
Lessor

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.

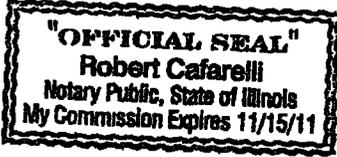


EXHIBIT A

Headlease #7

1. Memorandum of Railcar Lease, dated as of December 15, 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 21118.

2. Memorandum of Security Agreement, dated as of December 15, 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 21118-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 21118-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 21118-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, Lessor, and Wilmington Trust Company, Security Trustee, filed with the Board on December 30, 1997 at 2 00 p.m. under Recordation Number 21118-D.

6. Memorandum of Lease Supplement No 2, dated March 16, 1998, 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 March 16, 1998 at 3:35 p.m. under Recordation Number 21118-E.

7. Memorandum of Security Agreement Supplement No. 2, dated March 16, 1998, 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 March 16, 1998 at 3.35 p.m. under Recordation Number 21118-F.

8. Memorandum of Lease Assignment, dated March 16, 1998, from Harris Trust and Savings Bank, not in its individual capacity but solely as Owner Trustee, Lessor, to Wilmington Trust Company, Security Trustee, filed with the Board on May 14, 2002 at March 16, 1998 at 3:35 p.m. under Recordation Number 21118-G

9. Notice, dated as of June 13, 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 June 15, 2006 at 2:54 p.m. under Recordation Number 21118-H.

10. STB Memorandum of Assignment and Assumption Agreement (HL7), dated as of October 2, 2006, from Bombardier Capital Rail Inc., Assignor, to The CIT Group/Equipment Financing, Inc., Assignee, filed with the Board on October 2, 2006 at 9:30 a.m. under Recordation Number 21118-I.

11. Notice, dated June 10, 2009, by The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on June 10, 2009 at 11:00 a.m. under Recordation Number 21118-J.

[Headlease 7]

EXHIBIT B

| Title | Document Date | Parties | Filing Date |
|---|---------------|---|-------------|
| Memorandum of Lease | Dec 30/97 | Harris Trust and Savings Bank; Norrail, Inc. | Dec 30/97 |
| Memorandum of Lease Supplement No. 1 | Dec 30/97 | Harris Trust and Savings Bank; Norrail, Inc. | Dec 30/97 |
| Memorandum of Lease Assignment | Dec 30/97 | Harris Trust and Savings Bank; Wilmington Trust Company | Dec 30/97 |
| Memorandum of Lease Supplement No. 2 | Mar 16/98 | Harris Trust and Savings Bank; NorRail, Inc. | Mar 16/98 |
| Memorandum of Lease Assignment | Mar 16/98 | Harris Trust and Savings Bank; Wilmington Trust Company | Feb 16/98 |
| <p>Omnibus Notice of Amendment</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 & T Credit Services, LLC (iii) First Security Bank, National Association to Wells Fargo Bank, National Association (iv) Ameritech Credit Corporation to AT&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</p> | Sept 12/06 | Bombardier Capital Rail Inc. | Sept 13/06 |

| Title | Document Date | Parties | Filing Date |
|--|---------------|---|-------------|
| substitution of certain equipment | | | |
| Memorandum of Assignment and Assumption Agreement | Oct 2/06 | Bombardier Capital Rail Inc. and The CIT Group/Equipment Financing Inc. | Oct 2/06 |
| Notice of Reporting Car Mark and Road Number Changes | June 24/09 | The CIT Group/Equipment Financing, Inc. | June 24/09 |