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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 Release of Security Interest, 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 release of the Memorandum of Security Agreement and related documents previously filed with the Board under Recordation Number 21118.

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

Security Trustee. Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

[Owner Trustee: 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]

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.

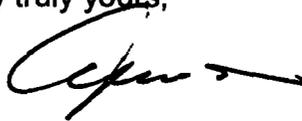
A short summary of the document to appear in the index is:

Notice of Full 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

**NOTICE OF FULL RELEASE OF SECURITY INTEREST** SURFACE TRANSPORTATION BOARD

The undersigned, WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Security Trustee (the "Security Trustee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it does hereby terminate, release and discharge any and all security interests held by it on all railroad equipment granted pursuant to the Security Agreement-Trust Deed, dated as of December 15, 1997, as amended, modified or supplemented (the "Indenture and Security Agreement"), between The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company, successor to Harris Trust and Savings Bank), as Owner Trustee (the "Owner Trustee"), and the Security Trustee.

A Memorandum of Security Agreement was duly filed and recorded with the Surface Transportation Board (the "Board") on December 30, 1997 under Recordation Number 21118-A. In addition thereto, the documents listed in Exhibit A which relate to the Indenture and Security Agreement 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 Indenture and Security Agreement and identified in the primary and secondary filings made under Recordation Number 21118.

This Notice of Full Release of Security Interest is executed without prejudice to the rights or obligations of the parties which expressly survive under the Indenture and Security Agreement or the termination agreement between the parties.

Dated: December 15, 2009

[Signature pages follow]

WILMINGTON TRUST COMPANY,  
not in its individual capacity but solely as Security Trustee

By: \_\_\_\_\_  
Printed Name: Anita Roselli Woolery  
Title: Assistant Vice President

State of Delaware )  
County of New Castle ) ss

On this 19<sup>th</sup> day of November, 2009 before me personally appeared Anita Roselli Woolery, to me personally known, who, being duly sworn did say that (s)he is Assistant Vice President of WILMINGTON TRUST COMPANY, 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 this County and State aforesaid, the day and year first above written.

*Mark H. Brzoska*

NOTARY PUBLIC  
MARK H. BRZOSKA  
Notary Public - State of Delaware  
My Comm Expires Jan. 6 2010



My commission expires:

## Exhibit A

### Head Lease #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 - Security]

EXHIBIT B

Title	Document Date	Parties	Filing Date
Memorandum of Security Agreement	Dec 30/97	Harris Trust and Savings Bank; Wilmington Trust Company	Dec 30/97
Memorandum of Security Agreement Supplement No. 2	Mar 16/98	Harris Trust and Savings Bank; Wilmington Trust Company	Mar 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 &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>	Sept 12/06	Bombardier Capital Rail Inc.	Sept 13/06
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

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: 12/16/09



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