

RECORDATION NO. 21896-I FILED

DEC 16 '09 -9 35 AM

SURFACE TRANSPORTATION BOARD

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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 (1998A-1) and related documents previously filed with the Board under Recordation Number 21896.

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

Owner Trustee/
Lessor:

Manufacturers and Traders Trust Company
(successor to First Omni Bank, National
Association)
25 South Charles Street
Baltimore, MD 21202

[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 21896 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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

NOTICE OF FULL TERMINATION OF LEASE

DEC 16 '09 -9 35 AM

SURFACE TRANSPORTATION BOARD

The undersigned, MANUFACTURERS AND TRADERS TRUST COMPANY (successor to First Omni Bank, National Association), 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 Lease Agreement (1998A-1) dated as of December 22, 1998, as amended, modified or supplemented (the "Lease"), with THE CIT GROUP/EQUIPMENT FINANCING, INC. (successor to Bombardier Capital Rail, Inc), as Lessee (the "Lessee").

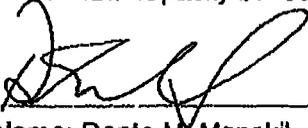
A Memorandum of Lease (1998A-1) was duly filed and recorded with the Surface Transportation Board (the "Board") on December 23, 1998 under Recordation Number 21896. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was 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 21896.

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]

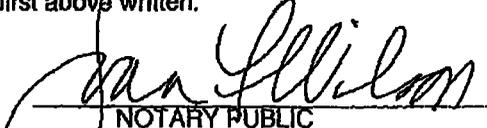
MANUFACTURERS AND TRADERS TRUST COMPANY,
not in its individual capacity but solely as Owner Trustee,
Lessor

By: 
Printed Name: Dante M. Monakil
Title: Vice President

State of DELAWARE)
County of NEWCASTLE) ss

On this 24 day of NOV., 2009, before me personally appeared Dante M. Monakil, to me personally known, who, being duly sworn did say that (s)he is a Vice President of MANUFACTURERS AND TRADERS 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 the County and State aforesaid, the day and year first above written.


NOTARY PUBLIC

My commission expires

JOAN F. WILSON
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires Sept. 23, 2010

Exhibit A

Headlease #8

1. Memorandum of Lease Agreement (1998A-1), dated as of December 22, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21896.

2. Memorandum of Indenture and Security Agreement (1998A-1), dated as of December 22, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21896-A.

3. Memorandum of Lease Supplement (1998A-1) No 1, dated December 23, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and NorRail, Inc., Lessee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21896-B.

4. Memorandum of Indenture Supplement (1998A-1) No. 1, dated December 23, 1998, between First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21896-C.

5. Memorandum of Lease Assignment (1998A-1), dated as of December 22, 1998, from First Omni Bank, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, to Wilmington Trust Company, Indenture Trustee, filed with the Board on December 23, 1998 at 12:50 p.m. under Recordation Number 21896-D.

6. Notice, dated as of June 13, 2006, by Bombardier Capital Rail Inc (successor to NorRail, Inc), Lessee, respecting Manufacturers and Traders Trust Company, successor to First Omni Bank, National Association, Lessor, filed with the Board on June 19, 2006 at 11:46 a.m. under Recordation Number 21896-E

7. STB Memorandum of Assignment and Assumption Agreement (HL8), 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 21896-F

8. Notice, dated as of June 10, 2009, by The CIT Group/Equipment Financing, Inc., filed with the Board on June 10, 2009 at 11:00 a.m. under Recordation Number 21896-G.

9. Notice, dated as of October 23, 2009, by The CIT Group/Equipment Financing, Inc., filed with the Board on November 10, 2009 at 10:00 a.m. under Recordation Number 21896-H.

[Headlease 8]

EXHIBIT B

| Title | Document Date | Document Parties | Filing Date |
|--|---------------|---|-------------|
| Memorandum of Lease | Dec 22/98 | First Omni Bank, National Association; NorRail, Inc. | Dec 22/98 |
| Memorandum of Lease Supplement No 1 | Dec 22/98 | First Omni Bank, National Association; NorRail, Inc. | Dec 23/98 |
| Memorandum of Lease Assignment | Dec 22/98 | First Omni Bank, National Association; Wilmington Trust Company | Dec 23/98 |
| <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</p> | Sept 12/06 | Bombardier Capital Rail Inc. | Sept 13/06 |

| Title | Document Date | Parties | Filing Date |
|--|------------------|---|-------------|
| document also notes the destruction and 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 |

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