

RECORDATION NO. 21198-5 FILED

DEC 17 '09 -11 55 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 16, 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 16, 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 Master Railcar Lease Agreement previously filed with the Board under Recordation Numbers 21198-A and related secondary documents.

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

Owner Trustee/
Lessor: Wells Fargo Bank Northwest, N.A. (successor
to First Security Bank, National Association)
299 South Main Street, 12th Floor
Salt Lake Cit, UT 84111

[Lessee: The CIT Group/Equipment Financing, Inc.
(successor to Bombardier Capital Rail Inc.)
30 South Wacker, Suite 3000
Chicago, IL 60606]

Section Chief
December 16, 2009
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A description of the railroad equipment covered by the enclosed document is:

All equipment as identified in the secondary documents filed under Recordation Number 21198.

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 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/sem
Enclosures

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NOTICE OF FULL TERMINATION OF LEASE

TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK NORTHWEST, N.A. (successor to First Security 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 Schedule No. 3 to the Master Railcar Lease Agreement No. 0000153 dated as of December 2, 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 Master Railcar Lease Agreement was duly filed and recorded with the Surface Transportation Board (the "Board") on February 2, 1998 under Recordation Number 21198-A. 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 secondary filings made under Recordation Number 21198.

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 16, 2009

[Signature pages follow]

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity but solely as Owner Trustee,
Lessor

By: Michael Arsenault
Printed Name: Michael Arsenault
Title: Assistant Vice President

State of Utah)
County of Salt Lake) ss

On this 1st day of December, 2009 before me personally appeared Michael Arsenault, to me personally known, who, being duly sworn did say that (s)he is a Asst. Vice President of WELLS FARGO BANK NORTHWEST, 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

Adria Coombs
NOTARY PUBLIC

My commission expires:

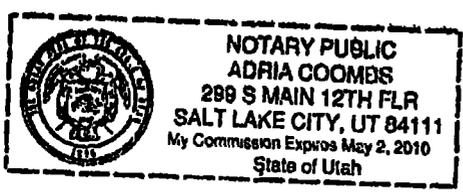


EXHIBIT A

Headlease #3, Schedule 3

1. Memorandum of Master Railcar Lease Agreement, dated as of February 2, 1998, between First Security Bank, National Association, as Owner Trustee and Lessor, and Norrail, Inc., Lessee, filed with the Board on February 2, 1998 at 1:50 p.m. under Recordation Number 21198-A.

2. Bill of Sale, dated as of January 20, 1998, between JAIX Leasing Company, Seller, and Norrail, Inc., Buyer, filed with the Board on February 2, 1998 at 1:50 p.m. under Recordation Number 21198-B.

3. Bill of Sale, dated as of February 2, 1998, between Norrail, Inc., Seller, and First Security Bank National Association, Buyer, filed with the Board on February 2, 1998 at 1:50 p.m. under Recordation Number 21198-C.

4. Bill of Sale, dated as of January 20, 1998, between JAIX Leasing Company, Seller, and Norrail, Inc., filed with the Board on February 3, 1998 at 1:25 p.m. under Recordation Number 21198-D.

5. Bill of Sale, dated as of February 3, 1998, between Norrail, Inc., Seller, and First Security Bank National Association, Buyer, filed with the Board on February 3, 1998 at 1:25 p.m. under Recordation Number 21198-E.

6. Transfer Agreement, dated as of November 2, 1998, between First Security Bank, National Association, Transferor, and First Security Bank, National Association, Transferee, filed with the Board on November 2, 1998 at 1:04 p.m. under Recordation Number 21198-F.

7. Notice, dated as of May 10, 2006, updating the Lessor to Debis Financial Services, Inc., and the Lessee to Bombardier Capital Rail Inc, filed with the Board on May 18, 2006 at 12:28 p m under Recordation Number 21198-G

3. STB Memorandum of Assignment and Assumption Agreement (HL3), 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 21198-H.

4. Notice of Change in Reporting Marks and/or Road Numbers, dated as of June 10, 2009, by The CIT Group/Equipment Financing, Inc., filed with the Board on June 10, 2009 at 10:00 a m under Recordation Number 21198-I.

[Headlease 3 – Schedule 3 - Lease]

EXHIBIT B

Title	Document Date	Parties	Filing Date
Memorandum of Railcar Lease Agreement	February 2, 1998	Norral, Inc.; South Carolina Public Service Authority	February 2, 1998

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