RECORDATION NO. 30032-F FILED
April 2, 2016 02:00 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 2, 2014

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 copies of a Memorandum of Indenture Supplement No. 1-C, dated as of March 31, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 30032-A.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Deutsche Bank Trust Company Americas
60 Wall Street, 26th Floor
New York, NY 10005

Issuer: CIT Railcar Funding Company, LLC
1 CIT Drive
Livingston, NJ 07039

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

153 railcars: CIGX 800699, CR 585738, CR 585744, DJLX 98504, DJLX 98519, JTLX 80, JTLX 166, JTLX 263, JTLX 265, JTLX 4058, NS 201353, NS 201368 and within the series CEFX 35801 – CEFX 35844, CITX 221291 – CITX 222131, CITX 300033 – CITX 300162, CITX 700855 – CITX 700898, JTLX 30103 – JTLX 30151 and NRLX 526273 – NRLX 527735 have been remarked and renumbered within the series CEFX 310016 – CEFX 310075, CEFX 352428 – CEFX 352491, CEFX 637009 – CEFX 637016 and CIGX 803222 – CIGX 803554 as more particularly set forth in the attachment to the document.

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

Memorandum of Indenture Supplement No. 1-C.

Also enclosed is a check in the amount of $42.00 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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO. 30032-F FILED
April 2, 2016 02:00 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1-C

This Memorandum of Indenture Supplement No. 1-C, dated March 31, 2014 (this "Supplement"), between DEUTSCHE BANK TRUST COMPANY AMERICAS, a New York banking corporation, as the indenture trustee (the "Indenture Trustee"), and CIT RAILCAR FUNDING COMPANY, LLC, a Delaware limited liability company ("Issuer").

WITNESSETH:

WHEREAS, Indenture Trustee and Issuer have heretofore entered into that certain Indenture dated as of December 21, 2011 (the "Indenture") and that certain Memorandum of Indenture dated as of December 21, 2011, as supplemented by that certain Memorandum of Indenture Supplement No. 1-A dated as of February 26, 2013, that certain Memorandum of Indenture Supplement No. 1-B dated as of July 24, 2013 evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada (the "RGC"), on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto. The terms used herein are used with the meanings specified in the Indenture.

WHEREAS, Indenture Trustee, Issuer and The CIT Group/Equipment Financing, Inc., as manager (the "Manager") have heretofore entered into that certain Management Agreement dated as of December 21, 2011 (the "Management Agreement").

WHEREAS, Manager provided to Indenture Trustee a statement identifying a change of the reporting marks and numbers to certain of the Railcars bearing the old marks and numbers set forth on Schedule 2 hereto (the "Old Marks") with the new marks and numbers set forth opposite such Old Marks on Schedule 2 hereto (the "New Marks").

WHEREAS, pursuant to the Management Agreement, Manager is required to record such change of reporting marks and numbers with the STB and the RGC.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Indenture Trustee and Issuer hereby agree as follows:

1. The Memorandum of Indenture referenced on Schedule 1 is hereby amended by deleting the Old Marks and inserting the New Marks in lieu thereof.

2. The Manager, on behalf of the Issuer, shall cause this Supplement to be recorded with the STB and the RGC.

3. The parties hereto wish to show for public record this Supplement and accordingly have caused this Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

4. THIS SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL

OBLIGATIONS LAWS BUT OTHERWISE WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES.

5. This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

* * *

IN WITNESS WHEREOF, Indenture Trustee and Issuer have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

CIT RAILCAR FUNDING COMPANY, LLC, as Issuer

THE CIT GROUP/EQUIPMENT FINANCING, INC.,
as Manager

By: _____
Name: Barry Nohalty
Title: Senior Vice President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Indenture Supplement No. 1-C was acknowledged before me, the undersigned Notary Public, in the County of Cook this 31st day of March, 2014 by Barry Nohalty, as Senior Vice President of CIT GROUP/EQUIPMENT FINANCING, INC.

_____
Notary Public

My commission expires: 2/28/15

OFFICIAL SEAL
Sheila Kowalski
Notary Public, State of Illinois
My Commission Expires 2/28/15

IN WITNESS WHEREOF, Indenture Trustee and Issuer have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

DEUTSCHE BANK TRUST COMPANY AMERICAS, as Indenture Trustee

By: Irene Siegel
Name: IRENE SIEGEL
Title: VICE PRESIDENT

By: Rosemary Cabrera
Name: Rosemary Cabrera
Title: Associate

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

The foregoing Memorandum of Indenture Supplement No. 1-C was acknowledged before me, the undersigned Notary Public, in the County of New York this 25 day of March, 2014 by Irene Siegel, as VP of DEUTSCHE BANK TRUST COMPANY AMERICAS and Rosemary Cabrera, as Associate of DEUTSCHE BANK TRUST COMPANY AMERICAS.

Diana E. Vasconez
Notary Public

My commission expires: 10/12/2014

[Notarial Seal]

DIANA E. VASCONEZ
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01VA6228707
Qualified in New York County
My Comm. Exp. Oct. 12, 2014

SCHEDULE 1

A Memorandum of Indenture was recorded with (i) the Surface Transportation Board on December 21, 2011 at 9:10 a.m. under recordation number 30032-A and (ii) the Registrar General of Canada on December 21, 2011.

A Memorandum of Indenture Supplement No. 1-A was recorded with (i) the Surface Transportation Board on February 26, 2013 at 3:10 p.m. under recordation number 30032-C and (ii) the Registrar General of Canada on February 27, 2013 at 11:15 a.m.

A Memorandum of Indenture Supplement No. 1-B was recorded with (i) the Surface Transportation Board on July 24, 2013 at 2:05 p.m. under recordation number 30032-D and (ii) the Registrar General of Canada on July 24, 2013 at 3:50 p.m.

SCHEDULE 2

Old Marks and Numbers		New Marks and Numbers	
CITX	700855	CEFX	637009
CITX	700862	CEFX	637010
CITX	700883	CEFX	637012
CITX	700884	CEFX	637013
CITX	700889	CEFX	637015
CITX	700898	CEFX	637016
CITX	221291	CEFX	310016
CITX	221296	CEFX	310018
CITX	221302	CEFX	310020
CITX	221303	CEFX	310021
CITX	221306	CEFX	310023
CITX	221307	CEFX	310024
CITX	221308	CEFX	310025
CITX	221342	CEFX	310027
CITX	221348	CEFX	310030
CITX	221495	CEFX	310033
CITX	221497	CEFX	310035
CITX	221498	CEFX	310036
CITX	221516	CEFX	310040
CITX	221517	CEFX	310041
CITX	221520	CEFX	310044
CITX	221521	CEFX	310045
CITX	221523	CEFX	310047
CITX	221524	CEFX	310048
CITX	221526	CEFX	310050
CITX	221528	CEFX	310051
CITX	221529	CEFX	310052
CITX	221530	CEFX	310053
CITX	221531	CEFX	310054
CITX	221532	CEFX	310055
CITX	221792	CEFX	310059
CITX	221801	CEFX	310061
CITX	221803	CEFX	310063
CITX	221805	CEFX	310065
CITX	221806	CEFX	310066
CITX	221807	CEFX	310067
CITX	221810	CEFX	310069
CITX	221812	CEFX	310070
CITX	221879	CEFX	310071
CITX	221881	CEFX	310073
CITX	221883	CEFX	310075
CITX	221925	CEFX	352428
CITX	221933	CEFX	352429
CITX	221935	CEFX	352430

CITX	221936	CEFX	352431
CITX	221937	CEFX	352432
CITX	221938	CEFX	352433
CITX	221945	CEFX	352434
CITX	221947	CEFX	352435
CITX	221948	CEFX	352436
CITX	221950	CEFX	352437
CITX	221952	CEFX	352438
CITX	221957	CEFX	352440
CITX	221958	CEFX	352441
CITX	221962	CEFX	352443
CITX	221963	CEFX	352444
CITX	221964	CEFX	352445
CITX	221966	CEFX	352446
CITX	221967	CEFX	352447
CITX	221969	CEFX	352448
CITX	221970	CEFX	352449
CITX	221971	CEFX	352450
CITX	221973	CEFX	352451
CITX	221974	CEFX	352452
CITX	221975	CEFX	352453
CITX	221984	CEFX	352454
CITX	221992	CEFX	352455
CITX	221993	CEFX	352456
CITX	221994	CEFX	352457
CITX	222000	CEFX	352458
CITX	222002	CEFX	352459
CITX	222003	CEFX	352460
CITX	222004	CEFX	352461
CITX	222006	CEFX	352462
CITX	222020	CEFX	352463
CITX	222027	CEFX	352464
CITX	222028	CEFX	352465
CITX	222029	CEFX	352466
CITX	222037	CEFX	352467
CITX	222038	CEFX	352468
CITX	222039	CEFX	352469
CITX	222040	CEFX	352470
CITX	222045	CEFX	352471
CITX	222046	CEFX	352472
CITX	222056	CEFX	352474
CITX	222057	CEFX	352475
CITX	222067	CEFX	352476
CITX	222077	CEFX	352479
CITX	222082	CEFX	352480
CITX	222083	CEFX	352481
CITX	222084	CEFX	352482

CITX	222098	CEFX	352483
CITX	222099	CEFX	352484
CITX	222100	CEFX	352485
CITX	222101	CEFX	352486
CITX	222102	CEFX	352487
CITX	222128	CEFX	352488
CITX	222129	CEFX	352489
CITX	222130	CEFX	352490
CITX	222131	CEFX	352491
NRLX	526273	CIGX	803222
NRLX	526318	CIGX	803223
NRLX	526319	CIGX	803224
NRLX	526484	CIGX	803225
NRLX	527189	CIGX	803226
NRLX	527235	CIGX	803227
NRLX	527269	CIGX	803228
NRLX	527282	CIGX	803229
NRLX	527306	CIGX	803230
NRLX	527311	CIGX	803231
NRLX	527317	CIGX	803232
NRLX	527319	CIGX	803234
NRLX	527320	CIGX	803235
NRLX	527372	CIGX	803236
NRLX	527373	CIGX	803237
NRLX	527381	CIGX	803238
NRLX	527420	CIGX	803239
NRLX	527427	CIGX	803240
NRLX	527428	CIGX	803241
NRLX	527438	CIGX	803242
NRLX	527443	CIGX	803243
NRLX	527535	CIGX	803244
NRLX	527618	CIGX	803245
NRLX	527735	CIGX	803246
CEFX	35801	CIGX	803247
CEFX	35814	CIGX	803248
CEFX	35837	CIGX	803249
CEFX	35844	CIGX	803250
CIGX	800699	CIGX	803251
CITX	300033	CIGX	803252
CITX	300104	CIGX	803253
CITX	300105	CIGX	803254
CITX	300110	CIGX	803255
CITX	300154	CIGX	803256
CITX	300162	CIGX	803257
DJLX	98504	CIGX	803258
DJLX	98519	CIGX	803259
JTLX	80	CIGX	803260

JTLX	166	CIGX	803261
JTLX	263	CIGX	803262
JTLX	265	CIGX	803263
JTLX	4058	CIGX	803264
JTLX	30103	CIGX	803265
JTLX	30104	CIGX	803266
JTLX	30112	CIGX	803267
JTLX	30119	CIGX	803268
JTLX	30130	CIGX	803269
JTLX	30146	CIGX	803270
JTLX	30151	CIGX	803271
CR	585738	CIGX	803360
CR	585744	CIGX	803366
NS	201353	CIGX	803539
NS	201368	CIGX	803554

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 4/2/14

Edward M Luria

Edward M. Luria