

RECORDATION NO. 23680-D FILED

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

APR 30 '04

3-12 PM

SURFACE TRANSPORTATION BOARD

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

April 30, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: CIT Rail Trust 2001-1D

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of Lease Supplement 2D, dated April 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement filed with the Board under Recordation Number 23680.

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

Lessor: Wells Fargo Bank Northwest, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

APR 30 '04 3-12 PM

**LEASE SUPPLEMENT 2D
(CIT Rail Trust 2001-1D)**

SURFACE TRANSPORTATION BOARD

This Lease Supplement 2D, dated April 30, 2004, between WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and THE CIT GROUP/EQUIPMENT FINANCING INC., a Delaware corporation ("Lessee");

Witnesseth:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

Section 11.4 of Lease provides for the execution and delivery of one or more Lease Supplement substantially in the form hereof for, among other things, the purpose of replacing any Units destroyed during the term of the Lease with a Replacement Unit.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

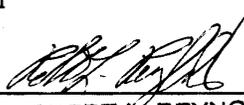
1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Replacement Units described in Schedule 1 hereto.
2. Lessor and Lessee hereby agree that as of the date hereof the destroyed Units described in Schedule 2 hereto shall no longer be Units leased to Lessee under the Lease.
3. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
4. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
5. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
6. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

* * *

(Lease Supplement 2D)

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease 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.

WELLS FARGO BANK NORTHWEST, N.A.
as Lessor

By: 
Name: ROBERT L. REYNOLDS
Title: VICE PRESIDENT

THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: _____
Name:
Title:

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged on this ____ day of April, 2004.

MANUFACTURERS AND TRADERS TRUST
COMPANY

By: _____
Name:
Title:

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease 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.

WELLS FARGO BANK NORTHWEST, N.A.
as Lessor

By: _____
Name:
Title:

THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: Catherine Stralich
Name: Catherine Stralich
Title: Vice President

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged on this ____ day of April, 2004.

MANUFACTURERS AND TRADERS TRUST
COMPANY

By: _____
Name:
Title:

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease 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.

WELLS FARGO BANK NORTHWEST, N.A.
as Lessor

By: _____
Name:
Title:

THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: _____
Name:
Title:

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged on this ____ day of April, 2004.

MANUFACTURERS AND TRADERS TRUST
COMPANY

By:  _____
Name: **DANTE M. MONAKIL**
Title: **ASSISTANT VICE PRESIDENT**

STATE OF CONNECTICUT)
) SS.:
COUNTY OF MIDDLESEX)

On this 27th day of APRIL, 2004 before me personally appeared Robert L. Reynolds, to me personally known, who being duly sworn, says that he/she is the Vice President of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: Feb 28, 2007

STATE OF _____)
) SS.:
COUNTY OF _____)

On this _____ day of _____, 2004 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF UTAH _____)
) SS.:
COUNTY OF SALT LAKE _____)

On this _____ day of _____, 2004 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

(Lease Supplement 2D)

STATE OF)
) SS.:
COUNTY OF)

On this _____ day of _____, 2004 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF *New York*)
) SS.:
COUNTY OF *New York*)

On this *28th* day of *April*, 2004 before me personally appeared *Catherine Stylich* to me personally known, who being duly sworn, says that he/she is the *VP* of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Indra Bedasie

Notary Public

My commission expires: _____

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2006

STATE OF)
) SS.:
COUNTY OF)

On this _____ day of _____, 2004 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

(Lease Supplement 2D)

STATE OF)
) SS.:
COUNTY OF)

On this ____ day of _____, 2004 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF)
) SS.:
COUNTY OF)

On this ____ day of _____, 2004 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF Maryland)
) SS.:
COUNTY OF Baltimore)

On this 16th day of April, 2004 before me personally appeared Debra M. Smith to me personally known, who being duly sworn, says that he/she is the Asst. Vice President of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah K. Bailey

Notary Public

My commission expires: 4/1/2006

(Lease Supplement 2D)

REPLACEMENT UNITS

<u>Car Type</u>	<u>Description</u>	<u>Number of Cars</u>	<u>Car Mark</u>	<u>Car Number</u>
C114	Grain Hoppers CC: 5,100 & 5,400	9	CEFX	10395
			CEFX	10396
			CEFX	10397
			CEFX	10398
			CEFX	10399
			CEFX	10400
			CEFX	10401
			CEFX	10402
			CEFX	10403

(Lease Supplement 2D)

DESTROYED UNITS

<u>Car Type</u>	<u>Description</u>	<u>Number of Cars</u>	<u>Car Mark</u>	<u>Car Number</u>
C114	Grain Hoppers CC: 5,100 & 5,400	9	CEFX	10022
			CEFX	10044
			CEFX	10764
			CEFX	12187
			CEFX	12220
			CEFX	12319
			CEFX	12394
			NS	293534
			SIRX	515170

(Lease Supplement 2D)

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: _____

4/30/04



Robert W. Alvord