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OF COUNSEL
URBAN A. LESTER

23680-K
RECORDATION NO. _____ FILED

June 16, 2009

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Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

Re: CIT Rail Trust 2001-1D

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement 5D (CIT Rail Trust 2001-1D), dated June 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously 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, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
11 West 42nd Street
New York, NY 10017

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

54 hopper railcars have been remarked and renumbered TCMX 350069 - TCMX 350074 and within the series CEFX 12893 - CEFX 13043, CEFX 350015 - CEFX 350044 and TCMX 12336 - TCMX 12530 (previously marked TCMX 12224 and within the series CEFX 11254 - CEFX 12730, JAIX 96116 - JAIX 96228, SIRX 12893 - SIRX 13043) as more particularly set forth in the attachment to the document.

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

Lease Supplement 5D (CIT Rail Trust 2001-1D).

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

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SURFACE TRANSPORTATION BOARD

EXECUTION TEXT

**LEASE SUPPLEMENT 5D
(CIT Rail Trust 2001-1D)**

This Lease Supplement 5D, dated June 5, 2009, 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 4.2 of the 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 substituting the reporting mark of any Unit with a replacement reporting mark (a "Replacement Mark"), which shall be filed and recorded in all public offices where the Lease has been filed or recorded.

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 and Lessee hereby agree that the reporting mark of each Unit listed on the attached Schedule 1 (the "Current Mark") shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1.
2. Lessee shall cause this Lease Supplement to be recorded with the Surface Transportation Board and in all other public offices where the Lease has been filed or recorded.
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

(Lease Supplement 5D)

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.

* * *

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:

David Wall
Assistant Vice President

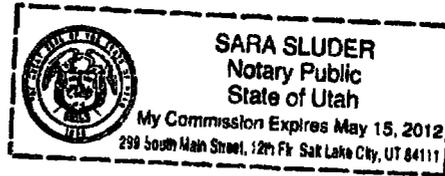
STATE OF **Utah**)
) SS.:
COUNTY OF **Salt Lake**)

On this 5th day of June, 2009 before me personally appeared David Wall, to me personally known, who being duly sworn, says that he/she is the A.V.P. 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.

Sara Sluder

Notary Public

My commission expires: _____



THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessee

By: Catherine Stiglich
Name: Catherine Stiglich
Title: Vice President

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this 1st day of August, 2009 before me personally appeared [Signature] to me personally known, who being duly sworn, says that he/she is the Vice President 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.

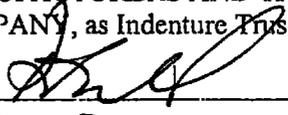
[Signature]
Notary Public

My commission expires: 02/06/12



Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged on this 5 day of June, 2009.

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By:  _____

Name: **Dante Monakil**
Title: **Vice President**

SCHEDULE 1

SCHEDULE OF CHANGE TO RECORDING MARKS & NUMBERS

**Car
Type: C114**

Description: (54) 5100 & 5400 Covered Hopper Cars

<u>Current Mark & Number</u>		<u>Replacement Mark & Number</u>	
CEFX	11254	CEFX	350015
CEFX	12134	CEFX	350016
CEFX	12138	CEFX	350018
CEFX	12140	CEFX	350019
CEFX	12143	CEFX	350020
CEFX	12155	CEFX	350021
CEFX	12169	CEFX	350022
CEFX	12177	CEFX	350023
CEFX	12179	CEFX	350024
CEFX	12202	CEFX	350025
CEFX	12216	CEFX	350026
CEFX	12225	CEFX	350027
CEFX	12238	CEFX	350028
CEFX	12255	CEFX	350029
CEFX	12263	CEFX	350030
CEFX	12276	CEFX	350031
CEFX	12280	CEFX	350032
CEFX	12288	CEFX	350033
CEFX	12307	CEFX	350034
CEFX	12322	CEFX	350035
CEFX	12323	CEFX	350036
CEFX	12324	CEFX	350037
CEFX	12326	CEFX	350038
CEFX	12330	CEFX	350039
CEFX	12355	CEFX	350040
CEFX	12359	CEFX	350041
CEFX	12392	CEFX	350042
CEFX	12400	CEFX	350043
CEFX	12564	TCMX	350069
CEFX	12624	TCMX	350070
CEFX	12638	TCMX	350071
CEFX	12669	TCMX	350072
CEFX	12683	CEFX	350044

(Lease Supplement 5D)

<u>Current Mark & Number</u>		<u>Replacement Mark & Number</u>	
CEFX	12719	TCMX	350073
CEFX	12730	TCMX	350074
JAIX	96116	TCMX	12418
JAIX	96133	TCMX	12435
JAIX	96135	TCMX	12437
JAIX	96153	TCMX	12455
JAIX	96171	TCMX	12473
JAIX	96177	TCMX	12479
JAIX	96182	TCMX	12484
JAIX	96193	TCMX	12495
JAIX	96194	TCMX	12496
JAIX	96212	TCMX	12514
JAIX	96216	TCMX	12518
JAIX	96228	TCMX	12530
SIRX	12893	CEFX	12893
SIRX	12895	CEFX	12895
SIRX	12991	CEFX	12991
SIRX	12993	CEFX	12993
SIRX	13022	CEFX	13022
SIRX	13043	CEFX	13043
TCMX	12224	TCMX	12336

(Lease Supplement 5D)

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: _____

6/16/09



Robert W. Alvord