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SURFACE TRANSPORTATION BOARD

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20036

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July 13, 2009

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

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement 2F (CIT Rail Trust 2001-1F), dated as of July 13, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement and the Memorandum of Trust Indenture IF previously filed with the Board under Recordation Number 23682-B and 23682-C, respectively.

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

Lessor: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive
Suite 3000
Chicago, Illinois 60606

Anne K. Quinlan, Esq.
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A description of the railroad equipment covered by the enclosed document is:

550 gondola railcars: NS 165000 - NS 165449 and NS 623900 - NS 623999.

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

Trust Indenture Supplement 2F (CIT Rail Trust 2001-1F).

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/bhs
Enclosures

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**TRUST INDENTURE SUPPLEMENT 2F
(CIT Rail Trust 2001-1F)**

SURFACE TRANSPORTATION BOARD

This Indenture Supplement 2F (CIT Rail Trust 2001-1F), dated as of July 13, 2009 (this "Indenture Supplement"), of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity except as expressly provided herein but solely as owner trustee (the "Owner Trustee") under the Trust Agreement (CIT Rail Trust 2001-1F), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and, Banc of America Leasing & Capital, LLC, as Owner Participant.

WITNESSETH:

WHEREAS, Owner Trustee has granted to Manufacturers and Traders Trust Company, as Indenture Trustee (the "Indenture Trustee") a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedule 1 attached hereto (the "Units"), other than Excepted Property, pursuant to the terms of the Trust Indenture and Security Agreement (CIT Rail Trust 2001-1F), dated as of September 28, 2001, as more fully identified on Schedule 2 attached hereto (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto. Except as expressly provided herein the terms used herein are used with the meanings specified in the Indenture.

WHEREAS, in addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in the Equipment Lease Agreement (CIT Rail Trust 2001-1F) dated as of September 28, 2001, as more fully identified on Schedule 2 attached hereto (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 3 hereto.

WHEREAS, on the date hereof Owner Trustee entered into that certain Lease Supplement 2F (CIT Rail Trust 2001-1F) to the Lease ("Lease Supplement 2F") with The CIT Group/Equipment Financing, Inc. ("Lessee"), pursuant to which the Lessee assigned to Owner Trustee as security for Lessee's obligations under the Lease, Lessee's right, title and interest in, to and under all of Lessee's existing and future subleases with respect to the Units to the extent such subleases relate to Units subject to the Lease (the "Assigned Subleases").

NOW, THEREFORE, the Owner Trustee does hereby acknowledge and confirm that the Owner Trustee granted, sold, assigned, transferred, conveyed, mortgaged, pledged, charged and confirmed under the Indenture, a security interest in and mortgage lien on all right, title, interest, claims and demands of the Owner Trustee in, to and under Lease Supplement 2F and the Assigned Subleases (excluding, however, in each case any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, for the benefit of the holders from time to time of such Equipment Notes, subject to the terms and conditions of the Indenture.

This Indenture Supplement or a counterpart or copy hereof or evidence hereof may be filed or recorded in any public office as may be necessary or appropriate to protect the interest of the Indenture Trustee herein, in Lease Supplement 2F and in the Assigned Subleases.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

The Owner Trustee wishes to show for public record this Indenture Supplement and accordingly has caused this Indenture Supplement to be executed by its officers thereunto duly authorized, as of the date first above written.

It is expressly agreed and understood that all representations, warranties and undertakings of Owner Trustee hereunder (except as expressly provided herein) shall be binding upon Owner Trustee only in its capacity as Owner Trustee under the Trust Agreement and in no case shall the Trust Company be personally liable for or on account of any statements, representations, warranties, covenants or obligations stated to be those of Owner Trustee hereunder.

*** * ***

Schedule 1
(Description of the Equipment)

Equipment Group	Number	Description/Type	Mark and Numbers
6	550	Covered Coil Steel Gondolas	See Schedule 1-A attached hereto

Schedule 1-A
(Marks / Numbers)

NS	165000	NS	165040	NS	165081	NS	165121
NS	165001	NS	165041	NS	165082	NS	165122
NS	165002	NS	165042	NS	165083	NS	165123
NS	165003	NS	165043	NS	165084	NS	165124
NS	165004	NS	165044	NS	165085	NS	165125
NS	165005	NS	165045	NS	165086	NS	165126
NS	165006	NS	165046	NS	165087	NS	165127
NS	165007	NS	165047	NS	165088	NS	165128
NS	165008	NS	165048	NS	165089	NS	165129
NS	165009	NS	165049	NS	165090	NS	165130
NS	165010	NS	165050	NS	165091	NS	165131
NS	165011	NS	165051	NS	165092	NS	165132
NS	165012	NS	165052	NS	165093	NS	165133
NS	165013	NS	165054	NS	165094	NS	165134
NS	165014	NS	165055	NS	165095	NS	165135
NS	165015	NS	165056	NS	165096	NS	165136
NS	165016	NS	165057	NS	165097	NS	165137
NS	165017	NS	165058	NS	165098	NS	165138
NS	165018	NS	165059	NS	165099	NS	165139
NS	165019	NS	165060	NS	165100	NS	165140
NS	165020	NS	165061	NS	165101	NS	165141
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NS	165162	NS	165205	NS	165248	NS	165292
NS	165163	NS	165206	NS	165249	NS	165293
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NS	165366	NS	165409	NS	623902	NS	623945
NS	165367	NS	165410	NS	623903	NS	623946
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NS	623967	NS	623979	NS	623991		
NS	623968	NS	623980	NS	623992		

Schedule 2
(Description of the Indenture and the Lease)

Trust Indenture and Security Agreement (CIT Rail Trust 2001-1F), as supplemented by that certain Trust Indenture Supplement 1F (CIT Rail Trust 2001-1F), each dated as of September 28, 2001, as amended pursuant to that certain Pass Through Trustee and Amendment Letter Agreement dated as of November 7, 2001

Equipment Lease Agreement (CIT Rail Trust 2001-1F), as supplemented by that certain Lease Supplement 1F (CIT Rail Trust 2001-1F), each dated as of September 28, 2001, as amended pursuant to that certain Pass Through Trustee and Amendment Letter Agreement dated as of November 7, 2001

Schedule 3
(Filing Information)

A (x) Memorandum of Trust Indenture and Security Agreement (CIT Rail Trust 2001-1F) was filed with (i) the Surface Transportation Board on September 27, 2001 at 4:16 p.m. under recordation number 23682-B, and (ii) the Registrar General of Canada on September 28, 2001, and (y) Memorandum of Trust Indenture Supplement 1F (CIT Rail Trust 2001-1F) was filed with (i) the Surface Transportation Board on September 27, 2001 at 4:20 p.m. under recordation number 23682-C, and (ii) the Registrar General of Canada on September 28, 2001

A (x) Memorandum of Equipment Lease Agreement (CIT Rail Trust 2001-1F) was filed with (i) the Surface Transportation Board on September 27, 2001 at 4:10 p.m. under recordation number 23682, and (ii) the Registrar General of Canada on September 28, 2001, and (y) Memorandum of Lease Supplement 1F (CIT Rail Trust 2001-1F) was filed with (i) the Surface Transportation Board on September 27, 2001 at 4:14 p.m. under recordation number 23682-A, and (ii) the Registrar General of Canada on September 28, 2001

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: 7/13/09



Robert W. Alvord