

RECORDATION NO. 23678-B FILED

SEP 27 '01 1:15 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 27, 2001

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

Re: CIT Rail Trust 2001-1A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Trust Indenture and Security Agreement, dated September 28, 2001, 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 which is being filed with the Board under Recordation Number _____.

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

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

Indenture Trustee: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

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

265 railcars TCMX 96101 - TCMX 96365

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Mr. Vernon A. Williams
September 27, 2001
Page Two

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

Memorandum of Trust Indenture and Security Agreement

Also enclosed is a check in the amount of \$28.00 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/anm
Enclosures

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MEMORANDUM OF
TRUST INDENTURE AND SECURITY AGREEMENT
(CIT Rail Trust 2001-1A)

SURFACE TRANSPORTATION BOARD

This Memorandum of Trust Indenture and Security Agreement (CIT Rail Trust 2001-1A) (this "Memorandum"), dated September 28, 2001 is by and between Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Owner Trustee"), and Allfirst Bank, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

The Owner Trustee and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1A), dated as of September 28, 2001 (the "Trust Indenture"), to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in the following, other than Excepted Property:

- (1) the Lease, including, without limitation, all amounts of Basic Rent, Supplemental Rent, insurance proceeds and other payments of any kind for or with respect to the Equipment, subject to Lessee's rights under the Lease, including, without limitation, Lessee's right of quiet enjoyment;
- (2) the Equipment listed on Exhibit A attached to the Memorandum of Trust Indenture Supplement 1A (CIT Rail Trust 2001-1A), dated September 28, 2001, which is being filed with the Surface Transportation Board concurrently herewith (a copy of which is attached hereto), the Replacement Units and all substitutions therefor in which the Owner Trustee shall from time to time acquire an interest under the Lease;
- (3) all requisition proceeds with respect to the Equipment or any Unit thereof (to the extent of the Owner Trustee's interest therein pursuant to the terms of the Lease);
- (4) all monies and securities now or hereafter paid or deposited or required to be paid or deposited with the Indenture Trustee pursuant to any term of the Trust Indenture, the Lease or the Participation Agreement or required to be held by the Indenture Trustee hereunder or thereunder;
- (5) the Parent Guaranty, including, without limitation, the present and continuing right to make a claim for, collect, receive and make receipt for any and all payments under the Parent Guaranty; and
- (6) all proceeds of the foregoing.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Trust Indenture on file with Allfirst Bank, or its successor indenture trustee.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee

By: 
Name: MICHAEL D. HOGGAN
Title: ASSISTANT VICE PRESIDENT

ALLFIRST BANK,
Indenture Trustee

By: _____
Name: _____
Title: _____

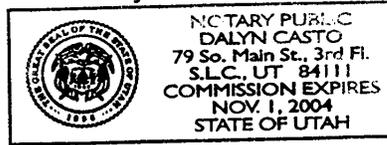
STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 21st day of September, 2001 before me personally appeared Michael D. Hoggan to me personally known, who being duly sworn, says that he/she is the Asst. 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.

Dalyn Casto

Notary Public

My commission expires: _____



STATE OF)
) SS.:
COUNTY OF)

On this ___ day of _____, 2001 before me personally appeared _____ to me personally known, who being duly sworn, says that he/she is the _____ of Allfirst Bank, 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: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee

By: _____
Name: _____
Title: _____

ALLFIRST BANK,
Indenture Trustee

By: *Robert D. Brown*
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

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

On this ____ day of _____, 2001 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 Maryland)
CITY) SS.:
~~COUNTY~~ OF Baltimore)

On this ____ day of _____, 2001 before me personally appeared Robert D. Brown to me personally known, who being duly sworn, says that he/she is the Vice President of Allfirst Bank, 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. Saily

Notary Public

My commission expires: 4/13/2002

Equipment Group 1

Car Type	Description	Number of Cars	Car Mark	Car Number
C713	Carbon Black Cars	265	TCMX	96101
			TCMX	96102
			TCMX	96103
			TCMX	96104
			TCMX	96105
			TCMX	96106
			TCMX	96107
			TCMX	96108
			TCMX	96109
			TCMX	96110
			TCMX	96111
			TCMX	96112
			TCMX	96113
			TCMX	96114
			TCMX	96115
			TCMX	96116
			TCMX	96117
			TCMX	96118
			TCMX	96119
			TCMX	96120
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