

RECORDATION NO. 23683-C FILED

SEP 27 '01 4-8 4 PM

SURFACE TRANSPORTATION BOARD

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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 2001-1G

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 Supplement 1G, 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 Trust Indenture and Security 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

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Mr. Vernon A. Williams  
September 27, 2001  
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A description of the railroad equipment covered by the enclosed document is:

30 SD90MAC Locomotives CEFX 100 - CEFX 130 (excluding CEFX 125)

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

Memorandum of Trust Indenture Supplement 1G

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT 1G  
(CIT Rail Trust 2001-1G)

This Memorandum of Trust Indenture Supplement 1G (CIT Rail Trust 2001-1G) (this "Memorandum") dated September 28, 2001 of Wells Fargo Bank Northwest, N.A., a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee (the "Owner Trustee").

WITNESSETH:

The Owner Trustee and Allfirst Bank as Indenture Trustee (the "Indenture Trustee") have entered into that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1G), dated as of September 28, 2001 (the "Trust Indenture"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The undersigned has entered into that certain Trust Indenture Supplement 1G (CIT Rail Trust 2001-1G), dated September 28, 2001, to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in (i) certain railroad equipment listed on Exhibit A attached hereto, and (ii) the Lease Supplement 1G (CIT Rail Trust 2001-1G) dated the Closing Date, by and between the Owner Trustee and the Lessee (excluding, however, any rights to Excepted Property thereunder).

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.

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SURFACE TRANSPORTATION BOARD

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

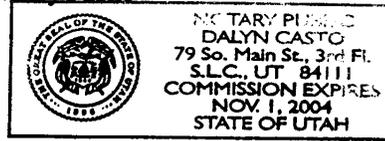
STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

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: \_\_\_\_\_

**Equipment Group 7**

<b>Car Type</b>	<b>Description</b>	<b>Number of Cars</b>	<b>Car Mark</b>	<b>Car Number</b>
D127	EMD SD 90 MAC Lomotives	30	CEFX	100
			CEFX	101
			CEFX	102
			CEFX	103
			CEFX	104
			CEFX	105
			CEFX	106
			CEFX	107
			CEFX	108
			CEFX	109
			CEFX	110
			CEFX	111
			CEFX	112
			CEFX	113
			CEFX	114
			CEFX	115
			CEFX	116
			CEFX	117
			CEFX	118
			CEFX	119
			CEFX	120
			CEFX	121
			CEFX	122
			CEFX	123
			CEFX	124
			CEFX	126
			CEFX	127
			CEFX	128
			CEFX	129
			CEFX	130