

RECORDATION NO. 23680-J FILED

MAY 18 '05 12:09 PM

SURFACE TRANSPORTATION BOARD

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

May 18, 2005

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 two (2) copies of a Memorandum of Trust Indenture Supplement 4D, dated March 30, 2005, 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 filed with the Board under Recordation Number 23680-A.

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: Manufacturers and Traders Trust Company  
(successor to Allfirst Bank)  
25 South Charles Street  
Baltimore, MD 21202

Mr. Vernon A. Williams  
May 18, 2005  
Page Two

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

28 covered hopper railcars have reporting marks and road numbers changed from JAIX to TCMX and from SIRX to CEFX as set forth on Schedule 1 to the Memorandum.

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

Memorandum of Trust Indenture Supplement 4D

Also enclosed is a check in the amount of \$33.00 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

RECORDATION NO. 23680-5 FILED

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EXECUTION COPY

SURFACE TRANSPORTATION BOARD  
TRUST INDENTURE SUPPLEMENT 4D  
(CIT Rail Trust 2001-1D)

This Indenture Supplement 4D (CIT Rail Trust 2001-1D), dated March 30, 2005 (this "Indenture Supplement") between 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") under the Trust Agreement (CIT Rail Trust 2001-1D), dated as of September 28, 2001 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and FIRST CHICAGO LEASING CORPORATION, as Owner Participant and MANUFACTURERS AND TRADERS TRUST COMPANY (successor by merger to Allfirst Bank) as Indenture Trustee (the "Indenture Trustee"), supplements that certain Trust Indenture and Security Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 (the "Indenture"), between Owner Trustee and Indenture Trustee;

WITNESSETH:

WHEREAS, Owner Trustee and The CIT Group/Equipment Financing, Inc. (the "Lessee") entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 (the "Lease");

WHEREAS, Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplement and Indenture Supplement for, among other things, the purpose of substituting the old reporting mark (the "Current Mark") of any Unit with a replacement reporting mark (the "Replacement Mark");

WHEREAS, Lessee and Owner Trustee are entering into a Lease Supplement, of even date herewith, to evidence that for those Units described on the attached Schedule 1 Lessee has substituted the Current Mark of each Unit a Replacement Mark, which Lease Supplement shall be filed and recorded in all public offices where the Lease has been filed and recorded;

WHEREAS, at the request of Lessee, Owner Trustee and Indenture Trustee are executing and delivering this Indenture Supplement to substitute the Current Mark of each Unit on the attached Schedule 1 with a Replacement Mark;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Owner Trustee and Indenture Trustee agree as follows:

1. The Current Mark of each Unit listed on the attached Schedule 1 shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1;
2. This Indenture Supplement shall, at Lessee's expense, be recorded with the Surface Transportation Board and in all other public offices where the Indenture is filed or recorded;

*(Trust Indenture Supplement 4D)*

3. All of the terms and provisions of the Indenture are hereby incorporated by reference in this Indenture Supplement to the same extent as if fully set forth herein.

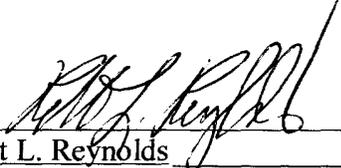
4. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

5. This Indenture Supplement may be executed by the Owner Trustee and Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Indenture Supplement.

\* \* \*

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

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

By:   
Name: Robert L. Reynolds  
Title: Vice President

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF NEW YORK )

On this 17<sup>th</sup> day of May, 2005 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: March 1, 2008

ALEXANDER A. GREEN  
Notary Public, State of New York  
No. 02GR6106102  
Qualified in New York County  
Commission Expires March 1, 2008

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2005 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: \_\_\_\_\_

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By:  \_\_\_\_\_  
Name: **DANTE M. MONAHAN**  
Title: **ASSISTANT VICE PRESIDENT**

STATE OF )  
 ) SS.:  
COUNTY OF )

On this \_\_\_\_ day of \_\_\_\_\_, 2005 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 9<sup>th</sup> day of May, 2005 before me personally appeared Dante Marshall 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.

William K. Bailey  
\_\_\_\_\_  
Notary Public

My commission expires: 4/1/2006

(Trust Indenture Supplement 4D)

SCHEDULE 1

SCHEDULE OF CHANGE OF REPORTING MARKS

<u>Car Type</u>	<u>Description</u>	<u>Current Mark &amp; Number</u>		<u>Replacement Mark &amp; Number</u>	
C114	(28) 5100 & 5400 Covered Hopper Cars	JAIX	96104	TCMX	12406
		JAIX	96108	TCMX	12410
		JAIX	96109	TCMX	12411
		JAIX	96110	TCMX	12412
		JAIX	96114	TCMX	12416
		JAIX	96122	TCMX	12424
		JAIX	96139	TCMX	12441
		JAIX	96140	TCMX	12442
		JAIX	96143	TCMX	12445
		JAIX	96147	TCMX	12449
		JAIX	96151	TCMX	12453
		JAIX	96159	TCMX	12461
		JAIX	96175	TCMX	12477
		JAIX	96176	TCMX	12478
		JAIX	96187	TCMX	12489
		JAIX	96190	TCMX	12492
		JAIX	96204	TCMX	12506
		JAIX	96208	TCMX	12510
		JAIX	96211	TCMX	12513
		JAIX	96220	TCMX	12522
JAIX	96221	TCMX	12523		
JAIX	96222	TCMX	12524		
JAIX	96227	TCMX	12529		
JAIX	96231	TCMX	12533		
JAIX	96233	TCMX	12535		
SIRX	515027	CEFX	12876		
SIRX	515040	CEFX	12888		
SIRX	515076	CEFX	12924		

(Trust Indenture Supplement 4D)