

NOV 30 '05

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

November 30, 2005

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

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 No. 3 and Trust Indenture Supplement No. 4, dated as of November 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 Lease Supplement No. 3 and Lease Supplement No. 4 being filed with the Board under Recordation Number 25875-B.

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.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
November 30, 2005
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A description of the railroad equipment covered by the enclosed document is:

185 centerbeam flatcars within the series ATW 300202 - ATW 300599 as more particularly set forth in the equipment schedule attached to the document,

and

140 BethGon II coal gondola cars: MWGX 0141 – MWGX 0280.

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

Memorandum of Indenture Supplement No. 3 and Indenture Supplement No. 4.

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

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**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 3 AND
TRUST INDENTURE SUPPLEMENT NO. 4
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 3 AND TRUST INDENTURE SUPPLEMENT NO. 4 ("Memorandum"), dated as of November 30, 2005, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified on Schedules 1 and 2 attached hereto (the "Additional Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement dated as of September 30, 2005, that certain Trust Indenture Supplement No. 3 and that certain Trust Indenture Supplement No. 4, each dated as of November 30, 2005, between the Indenture Trustee and Owner Trustee.

B. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (CIT Rail Trust 2005-1) dated as of September 30, 2005, that certain Lease Supplement No. 3 and that certain Lease Supplement No. 4 relating to the Equipment, each dated as of November 30, 2005, between the Owner Trustee, as Lessor, and The CIT Group/Equipment Financing, Inc., as the Lessee.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

D. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee

By: [Signature]
Name: Anita Roselli
Title: Financial Services Officer

STATE OF Delaware)
) ss:
COUNTY OF New Castle)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 18 day of November, 2005 by Anita Roselli, as Financial Services Officer of Wilmington Trust Company, not individually but solely as Indenture Trustee.

[Signature]
Notary Public

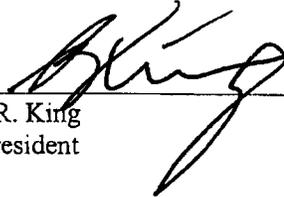
My commission expires: _____

KIMBERLY ELIZABETH FAULHABER
Notary Public - State of Delaware
My Comm. Expires April 9, 2007

[Notarial Seal]

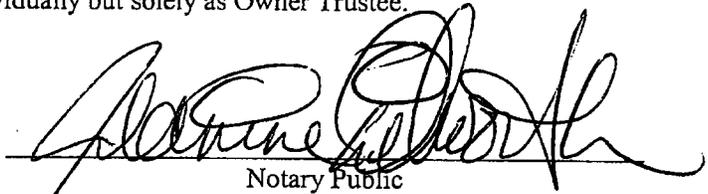
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee

By: 
Name: Brett R. King
Title: Vice President

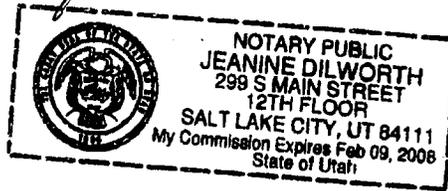
STATE OF UTAH)
) ss:
COUNTY OF Salt Lake)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of November, 2005 by Brett R. King, as Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee.


Notary Public

My commission expires: _____

[Notarial Seal]



Schedule 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Number	Description/Type	Car Numbers
185	110 ton, 73 ft., National Steel Riserless Type Centerbeam Flat cars	See Schedule 1A

Schedule 1A

WEYERHAUSER			WEYERHAUSER		
1	ATW	300202			
2	ATW	300205	101	ATW	300515
3	ATW	300359	102	ATW	300516
4	ATW	300375	103	ATW	300517
5	ATW	300385	104	ATW	300518
6	ATW	300386	105	ATW	300519
7	ATW	300387	106	ATW	300520
8	ATW	300388	107	ATW	300521
9	ATW	300389	108	ATW	300522
10	ATW	300390	109	ATW	300523
11	ATW	300413	110	ATW	300524
12	ATW	300418	111	ATW	300525
13	ATW	300419	112	ATW	300526
14	ATW	300420	113	ATW	300527
15	ATW	300426	114	ATW	300528
16	ATW	300427	115	ATW	300529
17	ATW	300428	116	ATW	300530
18	ATW	300429	117	ATW	300531
19	ATW	300430	118	ATW	300532
20	ATW	300433	119	ATW	300533
21	ATW	300434	120	ATW	300534
22	ATW	300436	121	ATW	300535
23	ATW	300437	122	ATW	300536
24	ATW	300438	123	ATW	300537
25	ATW	300439	124	ATW	300538
26	ATW	300440	125	ATW	300539
27	ATW	300441	126	ATW	300540
28	ATW	300442	127	ATW	300541
29	ATW	300443	128	ATW	300542
30	ATW	300444	129	ATW	300543
31	ATW	300445	130	ATW	300544
32	ATW	300446	131	ATW	300545
33	ATW	300447	132	ATW	300546
34	ATW	300448	133	ATW	300547
35	ATW	300449	134	ATW	300548
36	ATW	300450	135	ATW	300549
37	ATW	300451	136	ATW	300550
38	ATW	300452	137	ATW	300551
39	ATW	300453	138	ATW	300552
40	ATW	300454	139	ATW	300553
41	ATW	300455	140	ATW	300554
42	ATW	300456	141	ATW	300555
43	ATW	300457	142	ATW	300556
44	ATW	300458	143	ATW	300557
45	ATW	300459	144	ATW	300558
46	ATW	300460	145	ATW	300559
47	ATW	300461	146	ATW	300560

48	ATW	300462	147	ATW	300561
49	ATW	300463	148	ATW	300562
50	ATW	300464	149	ATW	300563
51	ATW	300465	150	ATW	300564
52	ATW	300466	151	ATW	300565
53	ATW	300467	152	ATW	300566
54	ATW	300468	153	ATW	300567
55	ATW	300469	154	ATW	300568
56	ATW	300470	155	ATW	300569
57	ATW	300471	156	ATW	300570
58	ATW	300472	157	ATW	300571
59	ATW	300473	158	ATW	300572
60	ATW	300474	159	ATW	300573
61	ATW	300475	160	ATW	300574
62	ATW	300476	161	ATW	300575
63	ATW	300477	162	ATW	300576
64	ATW	300478	163	ATW	300577
65	ATW	300479	164	ATW	300578
66	ATW	300480	165	ATW	300579
67	ATW	300481	166	ATW	300580
68	ATW	300482	167	ATW	300581
69	ATW	300483	168	ATW	300582
70	ATW	300484	169	ATW	300583
71	ATW	300485	170	ATW	300584
72	ATW	300486	171	ATW	300585
73	ATW	300487	172	ATW	300586
74	ATW	300488	173	ATW	300587
75	ATW	300489	174	ATW	300588
76	ATW	300490	175	ATW	300589
77	ATW	300491	176	ATW	300590
78	ATW	300492	177	ATW	300591
79	ATW	300493	178	ATW	300592
80	ATW	300494	179	ATW	300593
81	ATW	300495	180	ATW	300594
82	ATW	300496	181	ATW	300595
83	ATW	300497	182	ATW	300596
84	ATW	300498	183	ATW	300597
85	ATW	300499	184	ATW	300598
86	ATW	300500	185	ATW	300599
87	ATW	300501			
88	ATW	300502			
89	ATW	300503			
90	ATW	300504			
91	ATW	300505			
92	ATW	300506			
93	ATW	300507			
94	ATW	300508			
95	ATW	300509			
96	ATW	300510			
97	ATW	300511			
98	ATW	300512			

99	ATW	300513
100	ATW	300514

Schedule 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 4

NUMBER OF RAILCARS	MANUFACTURER	DESCRIPTION	CAR NUMBERS
140	Johnstown	4493 cu. ft. Johnstown BethGon II Coal Gondolas	MWGX 0141-0280

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: 11/30/05



Robert W. Alvord