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May 15, 2009

26087-C
RECORDATION NO. _____ FILED

MAY 15 '09 -3 0 0 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esquire
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 Amended and Restated Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, dated May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Memorandum of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, Lease Supplement No. 5 and Lease Supplement No. 6 being filed with the Board under Recordation Number 26087-B.

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

Indenture

Trustee:

Wilmington Trust Company, not individually
but solely as Indenture Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Owner Trustee/

Lessor:

Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Owner Trustee
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

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

140 gondola railcars: MWGX 281 - MWGX 420;
140 gondola railcars: MWGX 421 - MWGX 560;
15 tank cars: DBUX 300867 - DBUX 300874 and DBUX 300887 - DBUX
300893;
3 locomotives: CITX 140 - CITX 142; and
30 tank within the series DBUX 300570 - DBUX 300866 and
153 tank cars within the series PLMX 137440 - PLMX 137746 as more
particularly set forth in the attachment to the document

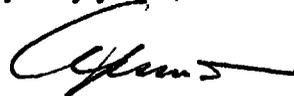
A short summary of the document to appear in the index is:

Amended and Restated Memorandum of Trust Indenture and Security
Agreement and Trust Indenture Supplement No. 1.

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/sem
Enclosures

MAY 15 '09

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AMENDED AND RESTATED MEMORANDUM OF TRUST INDENTURE AND SECURITY
AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 1
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS AMENDED AND RESTATED MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 1 ("Memorandum"), dated May 15, 2009, 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 the railcars identified on Schedules 1, 2, 3, 4, 5 and 6 attached hereto (the "Equipment"), other than Excepted Property, pursuant to the terms of that certain Trust Indenture and Security Agreement (CIT Rail Trust 2005-2), dated as of December 29, 2005 and that certain Trust Indenture Supplement No. 1, dated December 29, 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 2005-2), that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4, Lease Supplement No. 5 and Lease Supplement No. 6 relating to the Equipment, each dated December 29, 2005, between the Owner Trustee, as Lessor, and The CIT Group/Equipment Financing, Inc., as Lessee.

C. On December 29, 2005, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1 was entered into and filed with the Surface Transportation Board at 10:37 a.m. under recordation number 26087-A.

D. On May 15, 2009, an Omnibus Amendment (CIT Rail Trust 2005-2) was entered into by the parties thereto to correct the reporting marks and road numbers of certain units of Equipment. The corrected reporting marks and road numbers of the Equipment are set forth on Schedules 1, 2, 3, 4, 5 and 6 attached hereto, which Schedules 1, 2, 3, 4, 5 and 6 represent the corrected and complete lists of railcars.

E. 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.

F. 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: Senior Financial Services Officer

STATE OF DELAWARE)
COUNTY OF Newcastle) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Newcastle this 28 day of October, 2008 by Anita Roselli as Senior Officer of Wilmington Trust Company, not individually but solely as Indenture Trustee.

[Signature]
Notary Public
JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires March 28, 2011

My commission expires: _____

[Notarial Seal]

SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Basic Group	Number	Description/Type	Mark and Numbers
A.	140	110 ton 4493 cu. ft. Johnstown BethGon II Aluminum Coal Gondolas	MWGX 281-420

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO.2

Basic Group	Number	Description/Type	Mark and Numbers
B.	140	110 ton 4493 cu. ft. Johnstown BethGon II Aluminum Coal Gondolas	MWGX 421-560

SCHEDULE 3

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO.3

Basic Group	Number	Description/Type	Mark and Numbers
C.	15	30,000 gallon capacity tank cars non-coiled and non-insulated	DBUX 300867-300874 and DBUX 300887-300893

SCHEDULE 4

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO.4

Basic Group	Number	Description/Type	Mark and Numbers
D.	30	30,000 gallon capacity tank cars non-coiled and non-insulated	See Schedule 1A

Schedule 1A

Basic Group D Car Numbers	
DBUX	300570
DBUX	300582
DBUX	300597
DBUX	300598
DBUX	300599
DBUX	300601
DBUX	300602
DBUX	300603
DBUX	300604
DBUX	300605
DBUX	300606
DBUX	300608
DBUX	300609
DBUX	300610
DBUX	300611
DBUX	300612
DBUX	300614
DBUX	300705
DBUX	300706
DBUX	300708
DBUX	300711
DBUX	300712
DBUX	300714
DBUX	300715
DBUX	300716
DBUX	300719
DBUX	300720
DBUX	300786
DBUX	300801
DBUX	300866

SCHEDULE 5

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO.5

Basic Group	Number	Description/Type	Mark and Numbers
E.	153	Trinity 33,600 gallon capacity pressurized, non-insulated tank cars	PLMX See Schedule 1B for Numbers

Schedule 1B

Basic Group E Car Numbers				
137440	137508	137545	137584	137688
137441	137509	137546	137587	137689
137442	137510	137548	137588	137690
137445	137512	137549	137590	137691
137446	137514	137552	137591	137692
137447	137516	137553	137592	137693
137449	137518	137554	137593	137694
137451	137519	137555	137599	137697
137456	137520	137556	137601	137718
137462	137522	137557	137602	137720
137465	137523	137558	137606	137725
137466	137524	137559	137608	137728
137467	137525	137560	137610	137729
137468	137526	137561	137611	137730
137469	137527	137563	137612	137732
137470	137528	137564	137613	137733
137471	137529	137566	137614	137735
137472	137530	137567	137615	137737
137474	137531	137568	137674	137738
137475	137532	137569	137675	137739
137476	137533	137571	137676	137740
137477	137534	137572	137677	137741
137479	137535	137573	137678	137743
137483	137536	137574	137679	137744
137485	137537	137575	137680	137745
137487	137538	137576	137681	
137488	137539	137577	137682	
137490	137540	137578	137683	
137492	137541	137579	137684	
137498	137542	137580	137685	
137500	137543	137582	137686	
137507	137544	137583	137687	

SCHEDULE 6

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO.6

Basic Group	Number	Description/Type	Mark and Numbers
F.	3	EMD SD70M-2 locomotives	CITX 140-142

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:

5/15/09



Robert W. Alvord