

MAY 19 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

May 19, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2007-5

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Trust Indenture Supplement No. 1-A (CIT Rail Trust 2007-5), dated May 19, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 27306.

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

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Owner Trustee: 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, Utah 84111

Anne K. Quinlan, Esquire
May 19, 2009
Page 2

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

6 hopper railcars have been remarked and renumbered within the series TCMX 450183 - TCMX 450196 (previously marked within the series CITX 775239 - CITX 775254) as more particularly set forth in the attachment to the document.

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

Trust Indenture Supplement No. 1-A (CIT Rail Trust 2007-5).

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

RECORDATION NO. 27306 - C
FILED

MAY 19 '09 - 10 30 AM

SURFACE TRANSPORTATION BOARD

**TRUST INDENTURE SUPPLEMENT No. 1-A
(CIT Rail Trust 2007-5)**

This Trust Indenture Supplement No. 1-A (CIT Rail Trust 2007-5), dated May 19, 2009 (this "Supplement") between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, 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 2007-5) dated as of December 27, 2007 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and Manufacturers and Traders Trust Company (as successor to M&T Credit Services, LLC), as Owner Participant and WILMINGTON TRUST COMPANY, as Indenture Trustee (the "Indenture Trustee");

WITNESSETH:

WHEREAS, the Owner Trustee and the Indenture Trustee entered into that certain Trust Indenture and Security Agreement (CIT Rail Trust 2007-5) dated as of December 27, 2007, as supplemented by that certain Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3, each dated as of December 27, 2007 (the "Indenture"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 hereto. The terms used herein are used with the meanings specified in Appendix A to the Indenture.

WHEREAS, the Owner Trustee and The CIT Group/Equipment Financing, Inc. (the "Lessee") entered into that certain Equipment Lease Agreement (CIT Rail Trust 2007-5), as supplemented by that certain Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3, each dated as of December 27, 2007 (the "Lease"), evidence of which was filed with the STB and the Registrar General of Canada, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto.

WHEREAS, Section 4.2, Duty to Number Equipment, of the Lease provides for the execution and delivery of one or more Lease Supplements and Indenture Supplements for the purpose of substituting the old reporting mark and number (the "Current Mark") of any Unit with a new reporting mark and number (the "New 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 2, Lessee has substituted the Current Mark of each Unit with a New 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 Supplement to substitute the Current Mark of each Unit on the attached Schedule 2 with a New 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 six Units leased under Lease Supplement No. 1 (as identified above) set forth on the attached Schedule 2 shall be substituted with each New Mark set forth in Schedule 2.

2. This Supplement shall, at Lessee's expense, be recorded with the Surface Transportation Board, the Registrar General of Canada and in all other public offices where the Indenture is filed or recorded.

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

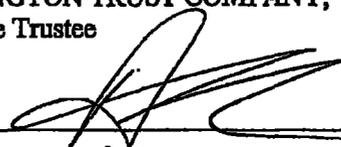
4. This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference in this Supplement to the same extent as if fully set forth herein and is hereby ratified, approved and confirmed.

5. This 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 Supplement.

* * *

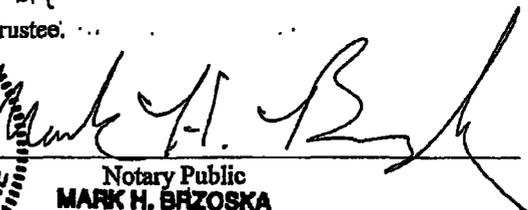
IN WITNESS WHEREOF, the parties have caused this Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

WILMINGTON TRUST COMPANY, as
Indenture Trustee

By: 
Name: Anita Roselli Woolery
Title: Assistant Vice President

STATE OF Delaware)
) ss:
COUNTY OF New Castle

The foregoing Trust Indenture Supplement No. 1-A (CIT Rail Trust 2007-5) was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 13th day of May, 2009 by Anita Roselli Woolery of WILMINGTON TRUST COMPANY, not individually but solely as Assistant Vice President Indenture Trustee.


Notary Public
MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2010

My commission expires: _____

[Notarial Seal]

SCHEDULE 1

A Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2 and Trust Indenture Supplement No. 3 dated as of December 27, 2007 was filed with (i) the Surface Transportation Board on December 27, 2007 at 7:30 a.m. under recordation number 27306-A, and (ii) the Registrar General of Canada on December 27, 2007 at 10:30 a.m.

A Memorandum of Lease Agreement and Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 dated as of December 27, 2007 was filed with (i) the Surface Transportation Board on December 27, 2007 at 7:30 a.m. under recordation number 27306, and (ii) the Registrar General of Canada on December 27, 2007 at 10:30 a.m.

SCHEDULE 2

CHANGE OF REPORTING MARKS AND NUMBERS

<u>Car Type</u>	<u>Description</u>
C614	(6) Pressure Differential Covered Hopper Cars

<u>Current Mark & Numbers</u>	<u>New Mark & Numbers</u>
CITX 775239	TCMX 450183
CITX 775246	TCMX 450188
CITX 775249	TCMX 450191
CITX 775251	TCMX 450193
CITX 775252	TCMX 450194
CITX 775254	TCMX 450196

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: 5/19/09



Robert W. Alvord