

RECORDATION NO. 28010-^E FILED

OCT 28 '09 -3 45 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

October 28, 2009

Anne K. Quinlan, Esq.
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 Notice of Appointment of Successor Administrative Agent and Collateral Agent, dated as of October 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A. It covers all now owned and hereafter acquired railroad equipment of the Grantors.

The name and address of the party to the enclosed document are:

Secured Party: Bank of America, N A., as Collateral Agent
901 Main Street, 14th Floor
Dallas, Texas 75202

[Grantors: The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc
C I.T. Leasing Corporation.
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039]

Anne K. Quinlan, Esq.
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A description of the railroad equipment covered by the enclosed document is:

All rolling stock now owned or hereafter acquired by the Grantors, including, without limitation, railcars described in previous filings under Recordation Number 28010, but specifically not including released railcars shown in Recordation Numbers 28010-B, 28010-C and 28010-D.

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

Notice of Appointment of Successor Administrative Agent and Collateral Agent.

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/bhs
Enclosures

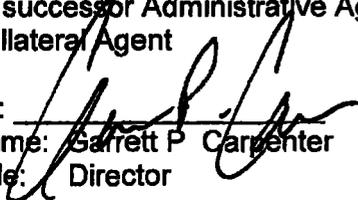
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Notice of Appointment of Successor Administrative Agent and Collateral Agent **SURFACE TRANSPORTATION BOARD**

Reference is hereby made to the Memorandum of the Security Agreement that was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C Section 11301(a) on August 13, 2009 at 1:00 p.m. and was assigned Recordation Number 28010, and reference is hereby made to the Memorandum of the Security Agreement that was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) on August 31, 2009 at 12:15 p.m. and was assigned Recordation Number 28010-A

Notice is hereby given that, pursuant to the terms and conditions of that certain Resignation, Waiver, Consent and Appointment Agreement, dated as of October 28, 2009, Barclays Bank PLC has resigned as Administrative Agent and as Collateral Agent, effective October 28, 2009, and simultaneously therewith Bank of America, N.A. has been appointed successor Administrative Agent and successor Collateral Agent.

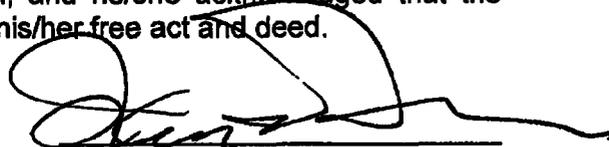
BANK OF AMERICA, N.A.
as successor Administrative Agent and
Collateral Agent

By: 
Name: Garrett P. Carpenter
Title: Director

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 28th day of October, 2009 before me personally appeared Garrett P. Carpenter, to me personally known, who being by me duly sworn, says that he/she is the Director of Bank of America, N.A. and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.



NOTARY PUBLIC

NEIL I. FELSHMAN
Notary Public, State of New York
No. 01FE6162954
Qualified in New York County
Commission Expires March 19, 2011

My commission expires:

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

10/28/09



Robert W Alvord