

RECORDATION NO. 27382-I
FILED

NOV 17 '09 -1 50 PM

SURFACE TRANSPORTATION BOARD

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November 17, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Security Agreement Supplement No. 1-B, dated November 17, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Security Agreement and Security Agreement Supplement No. 1 and related documents previously filed with the Board under Recordation Number 27382.

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

Collateral Agent. Deutsche Bank Trust Company Americas
60 Wall Street, 26th Floor
New York, NY 10005

Borrower: CIT Rail Leasing Trust I
c/o Wilmington Trust Company,
not in its individual capacity,
but solely as Owner Trustee
1100 North Market Street
Rodney Square North
Wilmington, DE 19890-0001

Section Chief
November 17, 2009
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A description of the railroad equipment covered by the enclosed document
is:

25 railcars have been remarked and numbered GMRC 75629,
GMRC 75639, CIBX 150617 and within the series TCMX 450135 -
TCMX 460028 (previously marked TCMX 75629, TCMX 75639,
MRL 8114 and within the series CEFX 75001 - CEFX 75133) as
more particularly set forth in the attachment to the document.

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

Security Agreement Supplement No 1-B.

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

NOV 17 '09 -1 50 PM

SECURITY AGREEMENT SUPPLEMENT No. 1-B

SURFACE TRANSPORTATION BOARD

This Security Agreement Supplement No. 1-B, dated November 17, 2009 (this "Supplement"), between DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent under the Security Agreement ("Collateral Agent"), and CIT RAIL LEASING TRUST I, a Delaware statutory trust ("Borrower");

WITNESSETH:

WHEREAS, Collateral Agent and Borrower have heretofore entered into that certain Security Agreement dated as of February 20, 2008, as supplemented by that certain Security Agreement Supplement No. 1 dated as of February 20, 2008 ("Security Agreement Supplement No. 1"), Security Agreement Supplement No. 2 dated as of February 20, 2008 and Security Agreement Supplement No. 1-A dated as of July 16, 2009 (collectively, the "Security Agreement"), evidence of which was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada (the "RGC"), on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 1 attached hereto. The terms used herein are used with the meanings specified in the Security Agreement.

WHEREAS, the Borrower provided to the Agent and the Collateral Agent a statement identifying a change of the reporting marks and numbers to certain of the Portfolio Railcars bearing the old marks and numbers set forth on Schedule 2 hereto (the "Old Marks") with the new marks and numbers set forth opposite such Old Marks on Schedule 2 hereto (the "New Marks").

WHEREAS, pursuant to the Security Agreement the Borrower is required to record such change of reporting marks and numbers with the STB and the RGC.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Collateral Agent and Borrower hereby agree as follows:

1. Security Agreement Supplement No. 1 and the Memorandum of Security Agreement and Security Agreement Supplement No. 1 referenced on Schedule 1 are hereby amended by deleting the Old Marks and inserting the New Marks in lieu thereof.

2. Borrower shall cause this Supplement to be recorded with the STB and the RGC.

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 GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING TO THE MAXIMUM EXTENT PERMITTED BY LAW ALL OTHER CHOICE OF LAW AND CONFLICTS OF

LAW RULES).

5. This Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

* * *

IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

DEUTSCHE BANK TRUST COMPANY AMERICAS, as Collateral Agent

By: Irene Siegel
Name: IRENE SIEGEL
Title: VICE PRESIDENT

By: Maria Inoa
Name: MARIA INOA
Title: ASSOCIATE

STATE OF)
COUNTY OF) ss:

The foregoing Security Agreement Supplement No. 1-B was acknowledged before me, the undersigned

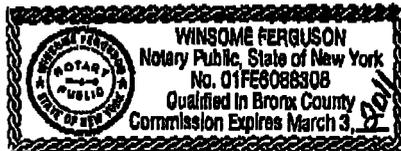
Notary Public, in the County of New York this 12th day of November, 2009 by

Irene Siegel, as Vice President of DEUTSCHE BANK TRUST COMPANY AMERICAS.

Winsome Ferguson
Notary Public

My commission expires: _____

[Notarial Seal]



STATE OF)
) ss:
COUNTY OF)

The foregoing Security Agreement Supplement No. 1-B was acknowledged before me, the undersigned Notary Public, in the County of New York this 13th day of November, 2009 by MARIA Inca, as Associate of DEUTSCHE BANK TRUST COMPANY AMERICAS.

Winsome Ferguson
Notary Public

My commission expires: _____

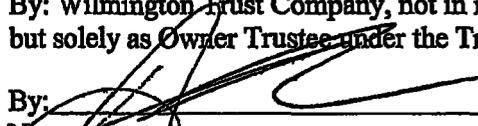
[Notarial Seal]



IN WITNESS WHEREOF, Collateral Agent and Borrower have caused this Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

CIT RAIL LEASING TRUST I,
as Borrower

By: Wilmington Trust Company, not in its individual capacity
but solely as Owner Trustee under the Trust Agreement

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

STATE OF DE)
COUNTY OF New Castle ss:

The foregoing Security Agreement Supplement No. 1-B was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 16th day of November, 2009 by Anita Roselli Woolery Assistant Vice President of WILMINGTON TRUST COMPANY.


Notary Public

My commission expires: _____

PATRICIA W. ZINK
Notary Public - State of Delaware
My Comm. Expires July 12, 2011

SCHEDULE 1

A Memorandum of Security Agreement and Security Agreement Supplement No. 1 dated as of February 20, 2008 was filed with (i) the Surface Transportation Board on February 20, 2008 at 8:00 a.m. under recordation number 27382, and (ii) the Registrar General of Canada on February 20, 2008 at 10:36 a.m. A Memorandum of Security Agreement and Security Agreement Supplement No. 2 dated as of February 20, 2008 was filed with (i) the Surface Transportation Board on February 20, 2008 at 8:30 a.m. under recordation number 27382-E, and (ii) the Registrar General of Canada on February 20, 2008 at 11:06 a.m.

A Security Agreement Supplement No. 1-A dated as of July 16, 2009 was filed with (i) the Surface Transportation Board on July 16, 2009 at 3:45 p.m. under recordation number 27382-H, and (ii) the Registrar General of Canada on July 16, 2009 at 3:56 p.m.

SCHEDULE 2

CHANGE OF REPORTING MARKS AND NUMBERS

Old Marks & Numbers

TCMX	75629
TCMX	75639
MRL	8114
CEFX	75001
CEFX	75002
CEFX	75003
CEFX	75007
CEFX	75008
CEFX	75015
CEFX	75016
CEFX	75017
CEFX	75020
CEFX	75021
CEFX	75023
CEFX	75028
CEFX	75029
CEFX	75031
CEFX	75040
CEFX	75041
CEFX	75042
CEFX	75043
CEFX	75055
CEFX	75069
CEFX	75072
CEFX	75133

New Marks & Numbers

GMRC	75629
GMRC	75639
CIBX	150617
TCMX	450135
TCMX	450136
TCMX	450137
TCMX	450139
TCMX	450140
TCMX	460014
TCMX	450144
TCMX	460023
TCMX	450146
TCMX	460024
TCMX	460025
TCMX	450149
TCMX	460026
TCMX	460027
TCMX	460028
TCMX	450153
TCMX	450154
TCMX	460017
TCMX	450159
TCMX	450165
TCMX	450167
TCMX	450168

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: 11/17/09



Robert W. Alvord