

RECORDATION NO. 28010-AA

APR 07 '10 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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

OF COUNSEL  
URBAN A LESTER

April 7, 2010

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 Memorandum Of Additional Collateral (Series A/B), dated as of April 7, 2010, 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, and the Series A Security Agreement, a Memorandum of which is concurrently being filed under Recordation Number 28010-V, and the Series B Security Agreement, a Memorandum of which is concurrently being filed under Recordation Number 28010-W

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

[Secured Party: Deutsche Bank Trust Company Americas  
60 Wall Street, 26th Floor  
New York, NY 10005]

Grantor: The CIT Group/Equipment Financing, Inc.  
The CIT Group/Corporate Aviation, Inc.  
c/o CIT Group Inc  
1 CIT Drive  
Livingston, New Jersey 07039

Chief, Section of Administration  
April 7, 2010  
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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 Grantor, including  
without limitation the following 63 railcars within the following series as  
more particularly set forth in the attachment to the document:

TCMX 350643  
TCMX 350664  
TCMX 350668  
TCMX 350678  
TCMX 350682 - TCMX 350684 (inclusive)  
TCMX 350686 - TCMX 350741 (inclusive)

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

Memorandum Of Additional Collateral (Series A/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.

Sincerely yours,



Robert W Alvord

RWA/bhs  
Enclosures

APR 07 '10 -9 00 AM

**MEMORANDUM OF ADDITIONAL COLLATERAL [SERIES A] SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of April 7, 2010 (this "Memorandum"), is made by The CIT Group/Equipment Financing, Inc. (the "Grantor"), in favor of Deutsche Bank Trust Company Americas, as (i) Series A Subsidiary Collateral Agent (as defined in the Series A Collateral Agreement described below) for the Series A Subsidiary Secured Parties (in such capacity, the "Series A Subsidiary Collateral Agent") and (ii) Series B Subsidiary Collateral Agent (as defined in the Series B Collateral Agreement described below) for the Series B Subsidiary Secured Parties (in such capacity, the "Series B Subsidiary Collateral Agent").

- A. **WHEREAS**, the Grantor, certain affiliates of the Grantor and the Series A Subsidiary Collateral Agent are parties to that certain Series A Collateral Agreement, dated as of December 10, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Series A Collateral Agreement"), pursuant to which the Grantor and certain other affiliates of the Grantor pledged to the Series A Subsidiary Collateral Agent for the benefit of the Series A Subsidiary Secured Parties a second priority perfected lien on and security interest in the Series A Collateral as collateral security for the prompt and complete payment and performance when due of the Series A Obligations, as described in more detail in the Series A Collateral Agreement and that certain Memorandum of Security Agreement (Series A) recorded with the Surface Transportation Board under Recordation Number 28010-V, including the equipment listed and described on the schedule attached to such Memorandum. Unless otherwise specified, all Series A capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Series A Collateral Agreement.
  
- B. **WHEREAS**, the Grantor, certain affiliates of the Grantor and the Series B Subsidiary Collateral Agent are parties to that certain Series B Collateral Agreement, dated as of December 10, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Series B Collateral Agreement"), pursuant to which the Grantor and certain other affiliates of the Grantor pledged to the Series B Subsidiary Collateral Agent for the benefit of the Series B Subsidiary Secured Parties a second priority perfected lien on and security interest in the Series B Collateral as collateral security for the prompt and complete payment and performance when due of the Series B Obligations, as described in more detail in the Series B Collateral Agreement and that certain Memorandum of Security Agreement (Series B) recorded with the Surface Transportation Board under Recordation Number 28010-W, including the equipment listed and described on the schedule attached to such Memorandum. Unless otherwise specified, all Series B capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Series B Collateral Agreement.
  
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
  
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grants of security, including the grants to the Series A Subsidiary Collateral Agent and the Series B Subsidiary Collateral Agent (including, in each case, any successor collateral agent), for

its benefit and the ratable benefit of the Series A Subsidiary Secured Parties and the Series B Subsidiary Secured Parties, respectively, of a continuing, second priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Series A Collateral and the Series B Collateral, respectively, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Series A Collateral and Series B Collateral; and

- E. **ACCORDINGLY**, the Grantor has caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

**SIGNATURE APPEARS ON THE FOLLOWING PAGE**

IN WITNESS WHEREOF, the Grantor has caused this Memorandum of Additional Collateral to be executed as of the date first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC., as Grantor

By: Barry J. Wobach

Name: Barry J. Wobach

Its: SVP

State of Illinois

County of Cook, ss: \_\_\_\_\_

On this 12 day of April, 2010, before me personally appeared Barry J. Wobach, the known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Arthur Johnson

Signature of Notary Public

My Commission expires \_\_\_\_\_



Schedule A

<b>EIN</b>	<b>Car Initial</b>	<b>Car Number</b>	<b>EIN</b>	<b>Car Initial</b>	<b>Car Number</b>
1007080	TCMX	350683	1007129	TCMX	350721
1007085	TCMX	350693	1007130	TCMX	350723
1007087	TCMX	350690	1007135	TCMX	350715
1007089	TCMX	350668	1007148	TCMX	350727
1007091	TCMX	350678	1007154	TCMX	350726
1007098	TCMX	350691	1007157	TCMX	350725
1007100	TCMX	350697	1007176	TCMX	350730
1007106	TCMX	350682	1007082	TCMX	350731
1007108	TCMX	350700	1007111	TCMX	350733
1007109	TCMX	350689	1007120	TCMX	350735
1007110	TCMX	350694	1007164	TCMX	350734
1007119	TCMX	350696	1007090	TCMX	350732
1007121	TCMX	350692	1007093	TCMX	350738
1007149	TCMX	350686	1007133	TCMX	350739
1007156	TCMX	350698	1007134	TCMX	350740
1007158	TCMX	350695	1007169	TCMX	350737
1007159	TCMX	350684	1007174	TCMX	350741
1007160	TCMX	350687	1007178	TCMX	350736
1007171	TCMX	350664			
1007175	TCMX	350688			
1007179	TCMX	350643			
1007128	TCMX	350704			
1007132	TCMX	350699			
1007142	TCMX	350702			
1007143	TCMX	350703			
1007094	TCMX	350714			
1007095	TCMX	350707			
1007117	TCMX	350706			
1007125	TCMX	350710			
1007131	TCMX	350705			
1007137	TCMX	350711			
1007141	TCMX	350712			
1007146	TCMX	350716			
1007162	TCMX	350709			
1007170	TCMX	350713			
1007177	TCMX	350708			
1007083	TCMX	350720			
1007086	TCMX	350729			
1007092	TCMX	350724			
1007097	TCMX	350717			
1007099	TCMX	350719			
1007101	TCMX	350728			
1007107	TCMX	350701			
1007112	TCMX	350722			
1007115	TCMX	350718			

**CERTIFICATION**

I, Robert W. Alvord, an attorney licensed to practice in the District of Columbia and the State of New York, 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: April 7, 2010



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Robert W. Alvord