

RECORDATION NO. 28010-FFF
FILED

JUL 15 '10 -12 30 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 15, 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 July 15, 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
July 15, 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 1 railcar: CTCX 710199

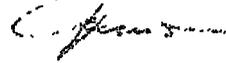
A short summary of the document to appear in the index is

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

JUL 15 '10 -12 30 PM

MEMORANDUM OF ADDITIONAL COLLATERAL [SERIES A/B]
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of July 15, 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. Nelson

Name: Barry J. Nelson

Its: SVP

State of Illinois

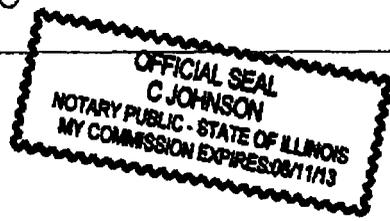
County of Cook, ss: _____

On this 16th day of July, 2010, before me personally appeared Barry J. Nelson to me 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.

C. Johnson

Signature of Notary Public

My Commission expires _____



Schedule A

<u>EIN</u>	<u>Car Initial</u>	<u>Car Number</u>
1006997	CTCX	710199

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 7/15/10



Robert W. Alvord