

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

February 26, 2013

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 copies of a Memorandum of Indenture Supplement No. 1-A, dated as of February 26, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 30032-A.

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

Indenture Trustee: Deutsche Bank Trust Company Americas
60 Wall Street, 26th Floor
New York, NY 10005

Issuer: CIT Railcar Funding Company, LLC
1 CIT Drive
Livingston, NJ 07039

Section Chief
February 26, 2013
Page 2

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

534 railcars bearing reporting marks and road numbers within the series CEFX 12188 – CEFX 14501, CEFX 75416 – CEFX 78116, CEFX 600597 – CEFX 600798, CITX 200532 – CITX 200566, CITX 702223 – CITX 703406, CITX 800827 – CITX 800969, EXEX 6001 – EXEX 6249, NCUX 30011 – NCUX 30290, TR 527076 – TR 528022, VAPX 6000 – VAPX 6247 have been remarked and/or renumbered within the series CEFX 300901 – CEFX 300936, CEFX 350936 – CEFX 352423, CEFX 636900 – CEFX 636938, CIGX 802778 – CIGX 802886, CITX 601500 – CITX 601769, TCMX 441067 – TCMX 450706 as more particularly set forth in the attachment to the document. .

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

Memorandum of Indenture Supplement No. 1-A.

Also enclosed is a check in the amount of \$42.00 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,



J Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1-A

This Indenture Supplement No. 1-A, dated February 26, 2013 (this "Supplement"), between DEUTSCHE BANK TRUST COMPANY AMERICAS, a New York banking corporation, as the indenture trustee (the "Indenture Trustee"), and CIT RAILCAR FUNDING COMPANY, LLC, a Delaware limited liability company ("Issuer").

WITNESSETH:

WHEREAS, Indenture Trustee and Issuer have heretofore entered into that certain Indenture dated as of December 21, 2011 (the "Indenture") and that certain Memorandum of Indenture dated as of December 21, 2011, 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 Indenture.

WHEREAS, Indenture Trustee, Issuer and The CIT Group/Equipment Financing, Inc., as manager (the "Manager") have heretofore entered into that certain Management Agreement dated as of December 21, 2011 (the "Management Agreement").

WHEREAS, Manager provided to Indenture Trustee a statement identifying a change of the reporting marks and numbers to certain of the 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 Management Agreement, Manager 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, Indenture Trustee and Issuer hereby agree as follows:

1. The Memorandum of Indenture referenced on Schedule 1 is hereby amended by deleting the Old Marks and inserting the New Marks in lieu thereof.
2. The Manager, on behalf of the Issuer, 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 IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAWS BUT OTHERWISE WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES.

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, Indenture Trustee and Issuer 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 Indenture Trustee

By: Irene Siegel
Name: IRENE SIEGEL
Title: VICE PRESIDENT
By: L. Bodi
Name: LOUIS BODI
Title: VICE PRESIDENT

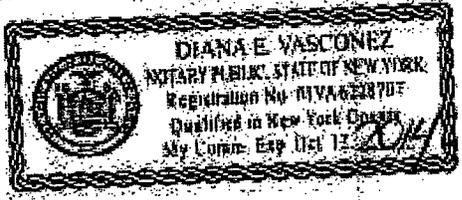
STATE OF New York
COUNTY OF New York ss.

The foregoing Memorandum of Indenture Supplement No. 1-A was acknowledged before me, the undersigned Notary Public, in the County of New York this 22 day of February, 2013 by Irene Siegel as Vice President of DEUTSCHE BANK TRUST COMPANY AMERICAS.

Diana E. Vasconez
Notary Public

My commission expires: _____

[Notarial Seal]



SCHEDULE 1

A Memorandum of Indenture was recorded with (i) the Surface Transportation Board on December 21, 2011 at 9:10 a.m. under recordation number 30032-A and (ii) the Registrar General of Canada on December 21, 2011 at ____ a.m.

SCHEDULE 2

CHANGE OF REPORTING MARKS AND NUMBERS

Old Marks & Numbers

New Marks & Numbers

CEFX	14460	CEFX	636900
CEFX	14461	CEFX	636901
CEFX	14462	CEFX	636902
CEFX	14463	CEFX	636903
CEFX	14464	CEFX	636904
CEFX	14467	CEFX	636905
CEFX	14468	CEFX	636906
CEFX	14469	CEFX	636907
CEFX	14470	CEFX	636908
CEFX	14471	CEFX	636909
CEFX	14472	CEFX	636910
CEFX	14473	CEFX	636911
CEFX	14475	CEFX	636913
CEFX	14476	CEFX	636914
CEFX	14477	CEFX	636915
CEFX	14478	CEFX	636916
CEFX	14479	CEFX	636917
CEFX	14480	CEFX	636918
CEFX	14481	CEFX	636919
CEFX	14482	CEFX	636920
CEFX	14483	CEFX	636921
CEFX	14484	CEFX	636922
CEFX	14485	CEFX	636923
CEFX	14486	CEFX	636924
CEFX	14487	CEFX	636925
CEFX	14488	CEFX	636926
CEFX	14489	CEFX	636927
CEFX	14490	CEFX	636928
CEFX	14492	CEFX	636929
CEFX	14493	CEFX	636930
CEFX	14494	CEFX	636931
CEFX	14495	CEFX	636932
CEFX	14497	CEFX	636934
CEFX	14498	CEFX	636935
CEFX	14499	CEFX	636936
CEFX	14500	CEFX	636937
CEFX	14501	CEFX	636938
CITX	702223	CEFX	352348
NCUX	30011	CEFX	352349
NCUX	30012	CEFX	352350
NCUX	30013	CEFX	352351
NCUX	30023	CEFX	352352

NCUX	30026	CEFX	352353
NCUX	30031	CEFX	352354
NCUX	30035	CEFX	352355
NCUX	30037	CEFX	352356
NCUX	30040	CEFX	352357
NCUX	30044	CEFX	352358
NCUX	30045	CEFX	352359
NCUX	30048	CEFX	352360
NCUX	30049	CEFX	352361
NCUX	30051	CEFX	352362
NCUX	30054	CEFX	352363
NCUX	30062	CEFX	352364
NCUX	30063	CEFX	352365
NCUX	30065	CEFX	352366
NCUX	30067	CEFX	352367
NCUX	30068	CEFX	352368
NCUX	30078	CEFX	352369
NCUX	30080	CEFX	352370
NCUX	30088	CEFX	352371
NCUX	30090	CEFX	352372
NCUX	30091	CEFX	352373
NCUX	30096	CEFX	352374
NCUX	30097	CEFX	352375
NCUX	30098	CEFX	352376
NCUX	30099	CEFX	352377
NCUX	30103	CEFX	352378
NCUX	30104	CEFX	352379
NCUX	30106	CEFX	352380
NCUX	30110	CEFX	352381
NCUX	30111	CEFX	352382
NCUX	30112	CEFX	352383
NCUX	30116	CEFX	352384
NCUX	30117	CEFX	352385
NCUX	30125	CEFX	352386
NCUX	30129	CEFX	352387
NCUX	30135	CEFX	352388
NCUX	30139	CEFX	352389
NCUX	30142	CEFX	352390
NCUX	30145	CEFX	352391
NCUX	30146	CEFX	352392
NCUX	30148	CEFX	352393
NCUX	30149	CEFX	352394
NCUX	30224	CEFX	352395
NCUX	30226	CEFX	352396
NCUX	30230	CEFX	352397
NCUX	30231	CEFX	352398
NCUX	30235	CEFX	352399
NCUX	30237	CEFX	352400
NCUX	30242	CEFX	352401

NCUX	30244	CEFX	352402
NCUX	30251	CEFX	352403
NCUX	30253	CEFX	352404
NCUX	30258	CEFX	352405
NCUX	30259	CEFX	352406
NCUX	30260	CEFX	352407
NCUX	30261	CEFX	352408
NCUX	30262	CEFX	352409
NCUX	30268	CEFX	352410
NCUX	30269	CEFX	352411
NCUX	30270	CEFX	352412
NCUX	30271	CEFX	352413
NCUX	30273	CEFX	352414
NCUX	30276	CEFX	352415
NCUX	30281	CEFX	352416
NCUX	30283	CEFX	352417
NCUX	30284	CEFX	352418
NCUX	30286	CEFX	352419
NCUX	30287	CEFX	352420
NCUX	30288	CEFX	352421
NCUX	30289	CEFX	352422
NCUX	30290	CEFX	352423
CITX	800969	CEFX	300913
CEFX	12188	CEFX	350936
CEFX	12234	CEFX	350937
CEFX	12243	CEFX	350938
CEFX	600597	CITX	601750
CEFX	600620	CITX	601751
CEFX	600627	CITX	601752
CEFX	600634	CITX	601753
CEFX	600635	CITX	601754
CEFX	600647	CITX	601755
CEFX	600651	CITX	601765
CEFX	600655	CITX	601756
CEFX	600664	CITX	601757
CEFX	600668	CITX	601758
CEFX	600669	CITX	601759
CEFX	600677	CITX	601766
CEFX	600682	CITX	601760
CEFX	600693	CITX	601761
CEFX	600695	CITX	601762
CEFX	600720	CITX	601767
CEFX	600721	CITX	601768
CEFX	600787	CITX	601769
CEFX	600797	CITX	601763
CEFX	600798	CITX	601764
CEFX	77212	TCMX	450670
CEFX	77213	TCMX	450671
CEFX	78097	TCMX	450672

CEFX	78098	TCMX	450673
CEFX	78099	TCMX	450674
CEFX	78100	TCMX	450675
CEFX	78101	TCMX	450676
CEFX	78102	TCMX	450677
CEFX	78103	TCMX	450678
CEFX	78106	TCMX	450679
CEFX	78107	TCMX	450680
CEFX	78108	TCMX	450681
CEFX	78109	TCMX	450682
CEFX	78111	TCMX	450683
CEFX	78113	TCMX	450684
CEFX	78115	TCMX	450685
CEFX	78116	TCMX	450686
CITX	200532	TCMX	441067
CITX	200533	TCMX	441068
CITX	200534	TCMX	441069
CITX	200535	TCMX	441070
CITX	200536	TCMX	441071
CITX	200537	TCMX	441072
CITX	200542	TCMX	441073
CITX	200550	TCMX	441074
CITX	200551	TCMX	441075
CITX	200552	TCMX	441076
CITX	200553	TCMX	441077
CITX	200556	TCMX	441078
CITX	200557	TCMX	441079
CITX	200558	TCMX	441080
CITX	200559	TCMX	441081
CITX	200560	TCMX	441082
CITX	200561	TCMX	441083
CITX	200564	TCMX	441084
CITX	200565	TCMX	441085
CITX	200566	TCMX	441086
TR	527076	CIGX	802786
TR	527080	CIGX	802836
TR	527094	CIGX	802837
TR	527098	CIGX	802838
TR	527103	CIGX	802839
TR	527104	CIGX	802840
TR	527105	CIGX	802784
TR	527107	CIGX	802841
TR	527108	CIGX	802842
TR	527116	CIGX	802780
TR	527126	CIGX	802843
TR	527201	CIGX	802844
TR	527209	CIGX	802787
TR	527240	CIGX	802845
TR	527750	CIGX	802846

TR	527751	CIGX	802847
TR	527752	CIGX	802848
TR	527753	CIGX	802849
TR	527754	CIGX	802778
TR	527755	CIGX	802850
TR	527756	CIGX	802851
TR	527757	CIGX	802852
TR	527758	CIGX	802853
TR	527759	CIGX	802854
TR	527760	CIGX	802855
TR	527761	CIGX	802856
TR	527762	CIGX	802857
TR	527763	CIGX	802789
TR	527764	CIGX	802858
TR	527765	CIGX	802859
TR	527766	CIGX	802860
TR	527767	CIGX	802861
TR	527768	CIGX	802862
TR	527769	CIGX	802782
TR	527770	CIGX	802863
TR	527771	CIGX	802864
TR	527772	CIGX	802779
TR	527773	CIGX	802865
TR	527774	CIGX	802866
TR	527775	CIGX	802867
TR	527776	CIGX	802868
TR	527777	CIGX	802869
TR	527778	CIGX	802870
TR	527779	CIGX	802871
TR	527780	CIGX	802872
TR	527781	CIGX	802873
TR	527782	CIGX	802874
TR	527783	CIGX	802875
TR	527784	CIGX	802876
TR	527785	CIGX	802877
TR	527786	CIGX	802878
TR	527787	CIGX	802790
TR	527788	CIGX	802879
TR	527790	CIGX	802880
TR	527791	CIGX	802881
TR	527792	CIGX	802882
TR	527793	CIGX	802783
TR	527794	CIGX	802781
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TR	527796	CIGX	802883
TR	527797	CIGX	802884
TR	527798	CIGX	802885
TR	527799	CIGX	802788
TR	528022	CIGX	802886

CITX	800827	CEFX	300901
CITX	800829	CEFX	300903
CITX	800854	CEFX	300910
CITX	800866	CEFX	300911
CITX	800885	CEFX	300914
CITX	800889	CEFX	300915
CITX	800897	CEFX	300916
CITX	800899	CEFX	300918
CITX	800904	CEFX	300922
CITX	800953	CEFX	300924
CITX	800955	CEFX	300926
CITX	800956	CEFX	300927
CITX	800959	CEFX	300930
CITX	800961	CEFX	300932
CITX	800966	CEFX	300936
CITX	703386	CEFX	350939
CITX	703387	CEFX	350940
CITX	703388	CEFX	350941
CITX	703389	CEFX	350942
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CITX	703391	CEFX	350944
CITX	703392	CEFX	350945
CITX	703393	CEFX	350946
CITX	703394	CEFX	350947
CITX	703395	CEFX	350948
CITX	703396	CEFX	350949
CITX	703397	CEFX	350950
CITX	703398	CEFX	350951
CITX	703399	CEFX	350952
CITX	703400	CEFX	350953
CITX	703401	CEFX	350954
CITX	703402	CEFX	350955
CITX	703403	CEFX	350956
CITX	703404	CEFX	350957
CITX	703405	CEFX	350958
CITX	703406	CEFX	350959
CEFX	75416	TCMX	450643
CEFX	75425	TCMX	450644
CEFX	75464	TCMX	450645
CEFX	75491	TCMX	450646
CEFX	75499	TCMX	450647
CEFX	75660	TCMX	450648
CEFX	75701	TCMX	450649
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CEFX	75764	TCMX	450705
CEFX	75786	TCMX	450706
EXEX	6001	CITX	601501
EXEX	6002	CITX	601502
EXEX	6006	CITX	601506

EXEX	6008	CITX	601508
EXEX	6011	CITX	601511
EXEX	6012	CITX	601512
EXEX	6015	CITX	601515
EXEX	6019	CITX	601519
EXEX	6021	CITX	601521
EXEX	6026	CITX	601526
EXEX	6027	CITX	601527
EXEX	6030	CITX	601530
EXEX	6032	CITX	601532
EXEX	6036	CITX	601536
EXEX	6038	CITX	601538
EXEX	6041	CITX	601541
EXEX	6045	CITX	601545
EXEX	6046	CITX	601546
EXEX	6049	CITX	601549
EXEX	6052	CITX	601552
EXEX	6054	CITX	601554
EXEX	6056	CITX	601556
EXEX	6060	CITX	601560
EXEX	6061	CITX	601561
EXEX	6064	CITX	601564
EXEX	6071	CITX	601571
EXEX	6080	CITX	601580
EXEX	6083	CITX	601583
EXEX	6084	CITX	601584
EXEX	6087	CITX	601587
EXEX	6093	CITX	601593
EXEX	6103	CITX	601603
EXEX	6104	CITX	601604
EXEX	6105	CITX	601605
EXEX	6107	CITX	601607
EXEX	6108	CITX	601608
EXEX	6110	CITX	601610
EXEX	6111	CITX	601611
EXEX	6113	CITX	601613
EXEX	6118	CITX	601618
EXEX	6123	CITX	601623
EXEX	6127	CITX	601627
EXEX	6132	CITX	601632
EXEX	6133	CITX	601633
EXEX	6136	CITX	601636
EXEX	6138	CITX	601638
EXEX	6140	CITX	601640
EXEX	6141	CITX	601641
EXEX	6143	CITX	601643
EXEX	6146	CITX	601646
EXEX	6153	CITX	601653
EXEX	6158	CITX	601658

EXEX	6163	CITX	601663
EXEX	6168	CITX	601668
EXEX	6173	CITX	601673
EXEX	6179	CITX	601679
EXEX	6180	CITX	601680
EXEX	6182	CITX	601682
EXEX	6183	CITX	601683
EXEX	6184	CITX	601684
EXEX	6185	CITX	601685
EXEX	6194	CITX	601694
EXEX	6200	CITX	601700
EXEX	6203	CITX	601703
EXEX	6213	CITX	601713
EXEX	6219	CITX	601719
EXEX	6224	CITX	601724
EXEX	6226	CITX	601726
EXEX	6228	CITX	601728
EXEX	6231	CITX	601731
EXEX	6235	CITX	601735
EXEX	6238	CITX	601738
EXEX	6239	CITX	601739
EXEX	6240	CITX	601740
EXEX	6242	CITX	601742
EXEX	6248	CITX	601748
EXEX	6249	CITX	601749
VAPX	6000	CITX	601500
VAPX	6003	CITX	601503
VAPX	6004	CITX	601504
VAPX	6005	CITX	601505
VAPX	6007	CITX	601507
VAPX	6009	CITX	601509
VAPX	6010	CITX	601510
VAPX	6013	CITX	601513
VAPX	6014	CITX	601514
VAPX	6016	CITX	601516
VAPX	6017	CITX	601517
VAPX	6018	CITX	601518
VAPX	6020	CITX	601520
VAPX	6022	CITX	601522
VAPX	6023	CITX	601523
VAPX	6024	CITX	601524
VAPX	6025	CITX	601525
VAPX	6028	CITX	601528
VAPX	6029	CITX	601529
VAPX	6031	CITX	601531
VAPX	6033	CITX	601533
VAPX	6034	CITX	601534
VAPX	6035	CITX	601535
VAPX	6037	CITX	601537

VAPX	6039	CITX	601539
VAPX	6040	CITX	601540
VAPX	6042	CITX	601542
VAPX	6043	CITX	601543
VAPX	6044	CITX	601544
VAPX	6047	CITX	601547
VAPX	6048	CITX	601548
VAPX	6050	CITX	601550
VAPX	6051	CITX	601551
VAPX	6053	CITX	601553
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VAPX	6057	CITX	601557
VAPX	6058	CITX	601558
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VAPX	6068	CITX	601568
VAPX	6069	CITX	601569
VAPX	6070	CITX	601570
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VAPX	6074	CITX	601574
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VAPX	6078	CITX	601578
VAPX	6079	CITX	601579
VAPX	6081	CITX	601581
VAPX	6082	CITX	601582
VAPX	6085	CITX	601585
VAPX	6086	CITX	601586
VAPX	6088	CITX	601588
VAPX	6089	CITX	601589
VAPX	6090	CITX	601590
VAPX	6091	CITX	601591
VAPX	6092	CITX	601592
VAPX	6094	CITX	601594
VAPX	6095	CITX	601595
VAPX	6096	CITX	601596
VAPX	6097	CITX	601597
VAPX	6098	CITX	601598
VAPX	6099	CITX	601599
VAPX	6100	CITX	601600
VAPX	6101	CITX	601601
VAPX	6102	CITX	601602
VAPX	6106	CITX	601606

VAPX	6109	CITX	601609
VAPX	6112	CITX	601612
VAPX	6114	CITX	601614
VAPX	6115	CITX	601615
VAPX	6116	CITX	601616
VAPX	6117	CITX	601617
VAPX	6119	CITX	601619
VAPX	6120	CITX	601620
VAPX	6121	CITX	601621
VAPX	6122	CITX	601622
VAPX	6124	CITX	601624
VAPX	6125	CITX	601625
VAPX	6126	CITX	601626
VAPX	6128	CITX	601628
VAPX	6129	CITX	601629
VAPX	6130	CITX	601630
VAPX	6131	CITX	601631
VAPX	6134	CITX	601634
VAPX	6135	CITX	601635
VAPX	6137	CITX	601637
VAPX	6139	CITX	601639
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VAPX	6192	CITX	601692
VAPX	6193	CITX	601693
VAPX	6195	CITX	601695
VAPX	6196	CITX	601696
VAPX	6197	CITX	601697
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VAPX	6208	CITX	601708
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VAPX	6243	CITX	601743
VAPX	6244	CITX	601744
VAPX	6245	CITX	601745

VAPX 6246
VAPX 6247

CITX 601746
CITX 601747

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 2/26/13

Edward M Luria
Edward M. Luria