

RECORDATION NO 30032-D FILED  
July 24, 2013 02:05 PM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

July 24, 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-B, dated as of July 24, 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  
July 24, 2013  
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A description of the railroad equipment covered by the enclosed document is:

114 railcars: CEFX 14474, CEFX 14496, CEFX 300913 and within the series CEFX 77210 – CEFX 78114, CITX 200838 – CITX 200846, CITX 700613 – CITX 701055 and CITX 800826 – CITX 800965 have been remarked and renumbered CITX 800965 and within the series CEFX 300900 – CEFX 300935, CEFX 636912 – CEFX 637017, TCMX 441218 – TCMX 441226 and TCMX 450707 – TCMX 450714 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-B.

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,



Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1-B**

This Memorandum of Indenture Supplement No. 1-B, dated July 24, 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, as supplemented by that certain Memorandum of Indenture Supplement No. 1-A dated as of February 26, 2013, 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: Maria Inoa  
Name: \_\_\_\_\_  
Title: Maria Inoa  
Assistant Vice President

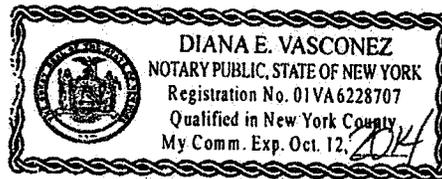
STATE OF New York  
COUNTY OF New York ss:

The foregoing Memorandum of Indenture Supplement No. 1-B was acknowledged before me, the undersigned Notary Public, in the County of New York this 24 day of July, 2013 by Irene Siegel + MARIA INOA, as VP + AVP of DEUTSCHE BANK TRUST COMPANY AMERICAS.

Diana E. Vasconez  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]



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.

CIT RAILCAR FUNDING COMPANY, LLC, as  
Issuer

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

By: [Signature]  
Name: Barry Nohally  
Title: SVP

STATE OF IL )  
                          ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Indenture Supplement No. 1-B was acknowledged before me, the undersigned Notary Public, in the County of Cook this 22 day of July, 2013 by Barry Nohally, as SVP of CIT GROUP/EQUIPMENT FINANCING, INC.

[Signature]  
Notary Public

My commission expires: 2/28/15

**OFFICIAL SEAL**  
**Sheila Kowalski**  
**Notary Public, State of Illinois**  
**My Commission Expires 2/28/15**

## 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.

A Memorandum of Indenture Supplement No. 1-A was recorded with (i) the Surface Transportation Board on February 26, 2013 at 3:10 p.m. under recordation number 30032-C and (ii) the Registrar General of Canada on February 27, 2013 at 11:15 a.m.

SCHEDULE 2

CHANGE OF REPORTING MARKS AND NUMBERS

<u>Old Marks &amp; Numbers</u>		<u>New Marks &amp; Numbers</u>	
CITX	700818	CEFX	637008
CITX	700882	CEFX	637011
CITX	700887	CEFX	637014
CITX	700907	CEFX	637017
CEFX	14474	CEFX	636912
CEFX	14496	CEFX	636933
CEFX	300913	CITX	800969
CEFX	77210	TCMX	450707
CEFX	77211	TCMX	450708
CEFX	77214	TCMX	450709
CEFX	78104	TCMX	450710
CEFX	78105	TCMX	450711
CEFX	78110	TCMX	450712
CEFX	78112	TCMX	450713
CEFX	78114	TCMX	450714
CITX	700613	CEFX	636939
CITX	700614	CEFX	636940
CITX	700618	CEFX	636941
CITX	700628	CEFX	636942
CITX	700652	CEFX	636943
CITX	700662	CEFX	636945
CITX	700663	CEFX	636946
CITX	700664	CEFX	636947
CITX	700665	CEFX	636948
CITX	700666	CEFX	636949
CITX	700669	CEFX	636950
CITX	700676	CEFX	636951
CITX	700715	CEFX	636952
CITX	700735	CEFX	636953
CITX	700743	CEFX	636954
CITX	700744	CEFX	636955
CITX	700757	CEFX	636956
CITX	700758	CEFX	636957
CITX	700789	CEFX	636958
CITX	700794	CEFX	636959
CITX	700797	CEFX	636960
CITX	700801	CEFX	636961
CITX	700819	CEFX	636962
CITX	700821	CEFX	636963
CITX	700832	CEFX	636964
CITX	700833	CEFX	636965
CITX	700840	CEFX	636966

CITX	700931	CEFX	636967
CITX	700932	CEFX	636968
CITX	700936	CEFX	636969
CITX	700969	CEFX	636970
CITX	700970	CEFX	636971
CITX	700978	CEFX	636972
CITX	700983	CEFX	636973
CITX	700984	CEFX	636974
CITX	700986	CEFX	636975
CITX	700987	CEFX	636976
CITX	700988	CEFX	636977
CITX	700989	CEFX	636978
CITX	700992	CEFX	636979
CITX	700993	CEFX	636980
CITX	700996	CEFX	636981
CITX	701003	CEFX	636982
CITX	701006	CEFX	636983
CITX	701009	CEFX	636984
CITX	701011	CEFX	636985
CITX	701012	CEFX	636986
CITX	701013	CEFX	636987
CITX	701014	CEFX	636988
CITX	701015	CEFX	636989
CITX	701016	CEFX	636990
CITX	701020	CEFX	636991
CITX	701024	CEFX	636992
CITX	701027	CEFX	636993
CITX	701028	CEFX	636994
CITX	701030	CEFX	636995
CITX	701033	CEFX	636996
CITX	701034	CEFX	636997
CITX	701036	CEFX	636998
CITX	701038	CEFX	636999
CITX	701039	CEFX	637000
CITX	701041	CEFX	637001
CITX	701043	CEFX	637002
CITX	701044	CEFX	637003
CITX	701045	CEFX	637004
CITX	701048	CEFX	637005
CITX	701050	CEFX	637006
CITX	701055	CEFX	637007
CITX	800826	CEFX	300900
CITX	800828	CEFX	300902
CITX	800830	CEFX	300904
CITX	800836	CEFX	300905
CITX	800837	CEFX	300906
CITX	800838	CEFX	300907
CITX	800839	CEFX	300908
CITX	800840	CEFX	300909

CITX	800867	CEFX	300912
CITX	800869	CEFX	300913
CITX	800898	CEFX	300917
CITX	800900	CEFX	300919
CITX	800901	CEFX	300920
CITX	800902	CEFX	300921
CITX	800951	CEFX	300923
CITX	800954	CEFX	300925
CITX	800957	CEFX	300928
CITX	800958	CEFX	300929
CITX	800960	CEFX	300931
CITX	800962	CEFX	300933
CITX	800963	CEFX	300934
CITX	800965	CEFX	300935
CITX	200838	TCMX	441220
CITX	200839	TCMX	441224
CITX	200840	TCMX	441219
CITX	200841	TCMX	441218
CITX	200842	TCMX	441223
CITX	200843	TCMX	441221
CITX	200844	TCMX	441226
CITX	200845	TCMX	441222
CITX	200846	TCMX	441225

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: 7/24/2013

Edward M Luria  
Edward M. Luria