

RECORDATION NO. 20568-P FILED

DEC 15 '00 3-35 PM

TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

December 15, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of an Amendment to Supplement No. 3 to Assignment of Leases and Rents and Security Agreement, dated as of September 1, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Leases and Rents and Security Agreement which as previously filed with the Board under Recordation Number 20568.

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

Indenture Trustee: Bank One, N.A.
One Bank Plaza
Chicago, Illinois 60670

Debtor: Railcar Leasing, L.L.C.
P.O. Box 98135
Las Vegas, Nevada 89193

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

One railcar ACFX 57980

JIP

Mr. Vernon Williams
December 15, 2000
Page Two

A short summary of the schedule to appear in the index follows:

Amendment to Supplement No. 3 to Assignment of Leases and Rents and Security Agreement, between Bank One, N.A., Indenture Trustee, and Railcar Leasing, L.L.C., Debtor, correcting one railcar ACFX 57980.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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**Amendment To
Supplement No. 3 SURFACE TRANSPORTATION BOARD
To Assignment of Leases and Rents and Security Agreement
dated as of June 15, 2000**

WHEREAS that certain Supplement No. 3 to Assignment of Leases and Rents and Security Agreement dated as of June 15, 2000 between Railcar Leasing, L.L.C., as debtor, and Bank One, N.A., successor in interest to the First National Bank of Chicago, as indenture trustee, was filed with the Registrar General of Canada and the U.S. Surface Transportation Board on August 30, 2000 ("Assignment Supplement");

WHEREAS the Assignment Supplement identified the reporting mark of a certain unit of railroad equipment listed in Schedule 1A thereto as being "ACFX 59780" (the "Misidentified Unit"); and

WHEREAS the correct reporting mark of the Misidentified Unit is "ACFX 57980".

NOW, THEREFORE, IT IS HEREBY AGREED that in order to show for the public record the correct reporting mark of the Misidentified Unit, Schedule 1A to the Assignment Supplement is correspondingly amended.

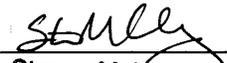
IN WITNESS WHEREOF, the parties have caused this memorandum to be executed by their officers thereunto duly authorized as of September 1, 2000.

RAILCAR LEASING, L.L.C.,

**By: AARDVARK RAILCAR, INC., solely in its
capacity as Administrative Manager**

By: 
Name: Robert H. Tucker
Title: Executive Vice President

**BANK ONE, N.A.,
solely as Trustee**

By: 
Name: Steven M. Wagner
Title: First Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7th day of December, 2000 before me personally appeared Steven M. Wagner, who being duly sworn, says that he/she is the First Vice President of BANK ONE, N.A., solely as Trustee, that the foregoing instrument was signed on behalf of the Bank, and acknowledged that the execution of said instrument was his/her free act and deed.

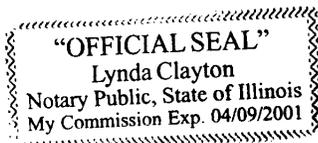


Lisa A. Nix
Notary Public

My Commission Expires:
5/20/02

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 28th day of September, 2000 before me personally appeared Robert H. Tucker, who being duly sworn, says that he is the Executive Vice President of AARDVARK RAILCAR, INC., Administrative Manager of Railcar Leasing, L.L.C., that the foregoing instrument was signed on behalf of the Corporation, and acknowledged that the execution of said instrument was his free act and deed.



Lynda Clayton
Notary Public

My Commission Expires:
4/9/01