

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23744-A FILED
DEC 12 '01 1:38 PM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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

December 12, 2001

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 three (3) copies of Corrective Amendment to Memorandum of Lease, dated December 6, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease, which was previously filed with the Board under Recordation Number 23744.

The name and address of the party to the enclosed document are:

Lessor: Railcar, Ltd.
1819 Peach tree Rd. N.E.
Suite 425
Atlanta, GA 30309-1847

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

40 boxcars MRS 3000 - MRS 3039 (not 45 boxcars as originally filed)

2001 Dec 13

Mr. Vernon A. Williams
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A short summary of the document to appear in the index follows:

Corrective Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

DEC 12 '01 1-38 PM

CORRECTIVE AMENDMENT
TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. This Corrective Amendment relates to the Memorandum of Lease dated as of July 25, 2000, executed by Railcar, Ltd., as lessor, and Manufacturers Railway Company, as lessee, and filed with the Surface Transportation Board on November 20, 2001, and recorded under Recordation No. 23744 (the "Memorandum"). The Memorandum concerns the lease of certain railroad cars pursuant to the Master Lease Agreement dated as of July 25, 2000, and the related Schedule No. One dated as of July 25, 2000, between Railcar, Ltd., as lessor, and Manufacturers Railway Company, as lessee.

2. The purpose of this Corrective Amendment is to correct the description of the railroad cars, particularly (i) the number of cars and (ii) the cars' reporting marks and numbers. The cars should have been described as follows:

forty (40) 60' 100-ton used RBL boxcars bearing the reporting marks and numbers MRS 3000 - MRS 3039 (inclusive).

IN WITNESS WHEREOF, the undersigned has caused this Corrective Amendment to be executed on December 6, 2001.

RAILCAR, LTD.

By: Jeffrey E. Edelman
Jeffrey E. Edelman
Chief Financial Officer

State of Georgia, County of Fulton

On 12/11, 2001, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Chief Financial Officer of Railcar, Ltd., a Georgia corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca D. Hain
Notary Public
My commission expires: 8/30/05

[NOTARIAL SEAL]