

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

July 31, 2002

RECORDATION NO. 23241-K FILED

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

JUL 31 '02 10-12 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Renumbering and Substitution of Railcars, July 25, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Leases previously filed with the Board under Recordation Number 23241.

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

[Assignor: Railcar Finance LLC
1201 Peachtree Street N.E.
400 Colony Square
Atlanta, GA 30361]

Assignee: Railcar Asset Financing Trust
1201 Peachtree Street N.E.
400 Colony Square
Atlanta, GA 30361

Mr. Vernon A. Williams
July 31, 2002
Page Two

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

Exhibit A: 92 railcars whose reporting marks are being changed

Exhibit B: two substitutions

Exhibit C: no casualties

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

Statement of Renumbering and Substitution of Railcars

Also enclosed is a check in the amount of \$30.00 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,



Robert W. Alvord

RWA/anr
Enclosures

RAILCAR, Ltd.
Suite 1101
1201 Peachtree Street, NE
400 Colony Square
Atlanta, Georgia 30361

(404) 352-6799
Fax (404) 352-6798



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

RECORDATION NO. 23241-K FILED

Re: Recordation Numbers
23241, 23241-A, and 23241-B

JUL 31 '02 11-12 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

With respect to the railroad equipment covered by the above-referenced recordations, we wish to advise:

- 1) the reporting marks and road numbers of certain railcars have been changed as set forth on Exhibit A attached; and
- 2) certain railcars have been removed from the transactions and have been replaced as set forth on Exhibit B attached; and
- 3) certain railcars have been destroyed as set forth on Exhibit C attached.

Please file these changes under Recordation Number 23241.

Very truly yours,

Douglas J. Crouse

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

On this 25th day of July 2002, before me personally appeared Douglas J. Crouse, to me personally known, who, being by me duly sworn, says that he is an Agent of Railcar Ltd. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My Commission
Expires 5-29-03

Car Mark Changes For STB Filing-May/June 2002

Exhibit "A"

New Mark	New Unit No.	Old Mark	Old Unit No.	
BAR	009224	SLGG	009224	(May)
RMGX	171068	RCPX	171068	(May)
RMGX	171161	RCPX	171161	(May)
RMGX	171250	RCPX	171250	(May)
RMGX	171724	RCPX	171724	(May)
RMGX	173280	RCPX	173280	(May)
RMGX	173402	RCPX	173402	(May)
RMGX	173477	RCPX	173477	(May)
RMGX	173516	RCPX	173516	(May)
RMGX	173545	RCPX	173545	(May)
RMGX	173744	RCPX	173744	(May)
RMGX	173751	RCPX	173751	(May)
RMGX	173764	RCPX	173764	(May)
RMGX	173986	RCPX	173986	(May)
SLGG	005889	BAR	005889	(May)
RMGX	171007	RCPX	171007	(June)
RMGX	171031	RCPX	171031	(June)
RMGX	171040	RCPX	171040	(June)
RMGX	171043	RCPX	171043	(June)
RMGX	171056	RCPX	171056	(June)
RMGX	171066	RCPX	171066	(June)
RMGX	171068	RCPX	171068	(June)
RMGX	171079	RCPX	171079	(June)
RMGX	171090	RCPX	171090	(June)
RMGX	171161	RCPX	171161	(June)
RMGX	171183	RCPX	171183	(June)
RMGX	171187	RCPX	171187	(June)
RMGX	171203	RCPX	171203	(June)
RMGX	171209	RCPX	171209	(June)
RMGX	171227	RCPX	171227	(June)
RMGX	171250	RCPX	171250	(June)
RMGX	171262	RCPX	171262	(June)
RMGX	171267	RCPX	171267	(June)
RMGX	173004	RCPX	173004	(June)
RMGX	173006	RCPX	173006	(June)
RMGX	173029	RCPX	173029	(June)
RMGX	173065	RCPX	173065	(June)
RMGX	173069	RCPX	173069	(June)
RMGX	173101	RCPX	173101	(June)
RMGX	173173	RCPX	173173	(June)
RMGX	173184	RCPX	173184	(June)
RMGX	173198	RCPX	173198	(June)
RMGX	173213	RCPX	173213	(June)
RMGX	173226	RCPX	173226	(June)
RMGX	173231	RCPX	173231	(June)
RMGX	173245	RCPX	173245	(June)

New Mark	New Unit No.	Old Mark	Old Unit No.	
RMGX	173267	RCPX	173267	(June)
RMGX	173268	RCPX	173268	(June)
RMGX	173280	RCPX	173280	(June)
RMGX	173290	RCPX	173290	(June)
RMGX	173320	RCPX	173320	(June)
RMGX	173335	RCPX	173335	(June)
RMGX	173347	RCPX	173347	(June)
RMGX	173358	RCPX	173358	(June)
RMGX	173370	RCPX	173370	(June)
RMGX	173390	RCPX	173390	(June)
RMGX	173399	RCPX	173399	(June)
RMGX	173402	RCPX	173402	(June)
RMGX	173427	RCPX	173427	(June)
RMGX	173431	RCPX	173431	(June)
RMGX	173466	RCPX	173466	(June)
RMGX	173471	RCPX	173471	(June)
RMGX	173472	RCPX	173472	(June)
RMGX	173477	RCPX	173477	(June)
RMGX	173496	RCPX	173496	(June)
RMGX	173515	RCPX	173515	(June)
RMGX	173516	RCPX	173516	(June)
RMGX	173544	RCPX	173544	(June)
RMGX	173545	RCPX	173545	(June)
RMGX	173580	RCPX	173580	(June)
RMGX	173600	RCPX	173600	(June)
RMGX	173602	RCPX	173602	(June)
RMGX	173654	RCPX	173654	(June)
RMGX	173657	RCPX	173657	(June)
RMGX	173684	RCPX	173684	(June)
RMGX	173712	RCPX	173712	(June)
RMGX	173733	RCPX	173733	(June)
RMGX	173744	RCPX	173744	(June)
RMGX	173751	RCPX	173751	(June)
RMGX	173764	RCPX	173764	(June)
RMGX	173765	RCPX	173765	(June)
RMGX	173772	RCPX	173772	(June)
RMGX	173821	RCPX	173821	(June)
RMGX	173842	RCPX	173842	(June)
RMGX	173849	RCPX	173849	(June)
RMGX	173876	RCPX	173876	(June)
RMGX	173896	RCPX	173896	(June)
RMGX	173905	RCPX	173905	(June)
RMGX	173949	RCPX	173949	(June)
RMGX	173951	RCPX	173951	(June)
RMGX	173970	RCPX	173970	(June)
RMGX	173986	RCPX	173986	(June)

Car Substitutions For STB Filing-May/June 2002

Exhibit "B"

CARS	IN	CARS	OUT
Mark	Unit No.	Mark	Unit No.
PPU	6044	PPU	3010
PPU	6045	PPU	3011

Car Casualties For STB Filing-May/June 2002

Exhibit "C"

Car Mark Car Unit No.

NONE