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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

January 8, 2003

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

RECORDATION NO. 23241-M FILED

JAN 08 03 12-10 PM

**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, dated January 2, 2003 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  
January 8, 2003  
Page Two

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

Exhibit A: 50 railcars whose reporting marks are being changed

Exhibit B: 1 substitution

Exhibit C: 32 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

# RAILCAR

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

RECORDATION NO. 23241-M FILED

JAN 08 '03

12:10 PM

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

**SURFACE TRANSPORTATION BOARD**

Dear Mr. Williams:

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

- (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; and
- (2) certain railcars have been destroyed as set forth on Exhibit C attached.

Please file these changes under Recordation Number 23241-N.

Sincerely,

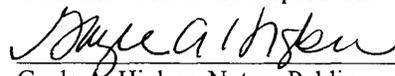
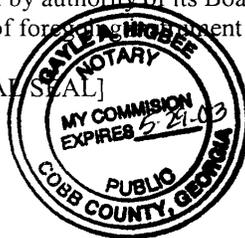


Jeffrey Edelman  
Senior Vice President - Finance

STATE OF GEORGIA  
COUNTY OF FULTON

On this the 2 day of January, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who, being by me duly sworn, says that he is an officer 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.

[NOTARIAL SEAL]



Gayle A. Higbee, Notary Public  
Cobb County, Georgia

## EXHIBIT "A"

### Car Mark Changes for STB Filing

| New Mark | New Unit No. | Old Mark | Old Unit No. |
|----------|--------------|----------|--------------|
| RMGX     | 171013       | RCPX     | 171013       |
| FEC      | 005542       | GNRR     | 005542       |
| RMGX     | 005621       | GNRR     | 005621       |
| CYDX     | 006040       | ITGX     | 009611       |
| CYDX     | 006041       | ITGX     | 009621       |
| CYDX     | 006043       | ITGX     | 009624       |
| CYDX     | 006044       | ITGX     | 009625       |
| RMGX     | 171039       | RCPX     | 171039       |
| RMGX     | 171045       | RCPX     | 171045       |
| RMGX     | 171097       | RCPX     | 171097       |
| RMGX     | 171117       | RCPX     | 171117       |
| RMGX     | 171204       | RCPX     | 171204       |
| RMGX     | 171230       | RCPX     | 171230       |
| RMGX     | 173016       | RCPX     | 173016       |
| RMGX     | 173039       | RCPX     | 173039       |
| RMGX     | 173091       | RCPX     | 173091       |
| RMGX     | 173147       | RCPX     | 173147       |
| RMGX     | 173158       | RCPX     | 173158       |
| RMGX     | 173166       | RCPX     | 173166       |
| RMGX     | 173167       | RCPX     | 173167       |
| RMGX     | 173186       | RCPX     | 173186       |
| RMGX     | 173192       | RCPX     | 173192       |
| RMGX     | 173205       | RCPX     | 173205       |
| RMGX     | 173227       | RCPX     | 173227       |
| RMGX     | 173241       | RCPX     | 173241       |
| RMGX     | 173273       | RCPX     | 173273       |
| RMGX     | 173315       | RCPX     | 173315       |
| RMGX     | 173327       | RCPX     | 173327       |
| RMGX     | 173332       | RCPX     | 173332       |
| RMGX     | 173356       | RCPX     | 173356       |
| RMGX     | 173395       | RCPX     | 173395       |
| RMGX     | 173404       | RCPX     | 173404       |
| RMGX     | 173437       | RCPX     | 173437       |
| RMGX     | 173523       | RCPX     | 173523       |
| RMGX     | 173535       | RCPX     | 173535       |
| RMGX     | 173575       | RCPX     | 173575       |
| RMGX     | 173618       | RCPX     | 173618       |
| RMGX     | 173627       | RCPX     | 173627       |
| RMGX     | 173675       | RCPX     | 173675       |
| RMGX     | 173706       | RCPX     | 173706       |
| RMGX     | 173722       | RCPX     | 173722       |
| RMGX     | 173731       | RCPX     | 173731       |
| RMGX     | 173884       | RCPX     | 173884       |
| RMGX     | 173903       | RCPX     | 173903       |
| RMGX     | 173910       | RCPX     | 173910       |
| RMGX     | 173960       | RCPX     | 173960       |
| RMGX     | 173964       | RCPX     | 173964       |
| RMGX     | 173976       | RCPX     | 173976       |
| RMGX     | 173990       | RCPX     | 173990       |
| RMGX     | 173992       | RCPX     | 173992       |

**EXHIBIT "B"**

**Substitutions for STB Filing -**

**CARS IN**

| <b>Mark</b> | <b>Unit No.</b> |
|-------------|-----------------|
| PPU         | 006046          |

**CARS OUT**

| <b>Mark</b> | <b>Unit No.</b> |
|-------------|-----------------|
| PPU         | 003037          |

## **EXHIBIT "C"**

### **Car Casualties for STB Filing -**

| <b>Car Mark</b> | <b>Car Unit No.</b> |
|-----------------|---------------------|
| BAR             | 005810              |
| BAR             | 005854              |
| BAR             | 005926              |
| BAR             | 005968              |
| MC              | 005229              |
| MC              | 009011              |
| MC              | 009028              |
| MC              | 009101              |
| MC              | 009110              |
| MC              | 009117              |
| MC              | 009211              |
| SLGG            | 008705              |
| SLGG            | 008764              |
| SLGG            | 009001              |
| SLGG            | 009128              |
| SLGG            | 009130              |
| SLGG            | 009138              |
| SLGG            | 009218              |
| SLGG            | 009229              |
| SLGG            | 009230              |
| SLGG            | 009238              |
| SLGG            | 009246              |
| SLGG            | 009249              |
| SLGG            | 015209              |
| SLGG            | 015404              |
| SLGG            | 015405              |
| SLGG            | 015426              |
| SLGG            | 015432              |
| SLGG            | 015433              |
| SLGG            | 015476              |
| SLGG            | 015481              |
| SLGG            | 015485              |