

RECORDATION NO. 23241-AA FILED

DEC 16 2003 1:44 PM

SURFACE TRANSPORTATION BOARD

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

December 15, 2003

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 a Statement of Renumbering and Substitution of Railcars, dated May 9, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to each of the Memoranda of Assignment of Leases which were previously filed with the Board under Recordation Number 23241, 23241-A and 23241-B.

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

Assignor: Railcar, LTD
1819 Peachtree Road N.E.
Suite 425
Atlanta, Georgia 30309

Assignee: Railcar Assets Financing Trust
1819 Peachtree Road N.E.
Suite 425
Atlanta, Georgia 30309

Mr. Vernon A. Williams
December 16, 2003
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A description of the railroad equipment covered by the enclosed document is:

Exhibit A: 46 railcars whose reporting marks and road numbers are being changed.

Exhibit B: 1 substitution.

Exhibit C: 9 casualties.

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

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/anm
Enclosures

RAILCAR, Ltd.
Suite 1101
1201 Peachtree Street, NE
400 Colony Square
Atlanta, Georgia 30361
(404) 352-6799
Fax (404) 352-6798

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SURFACE TRANSPORTATION BOARD

RAILCAR

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

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

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

Please file these changes under Recordation Number 23241-Z.

Sincerely,



Jeffrey Edelman
Senior Vice President - Finance

STATE OF GEORGIA
COUNTY OF FULTON

On this the 11 day of December, 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
My Commission Expires: 5/29/2007

EXHIBIT "A"

Car Mark Changes for STB Filing

New Mark	New Unit No.	Old Mark	Old Unit No.
BAEX	000763	FXE	811014
BAEX	000764	FXE	811015
BAEX	000765	FXE	811016
BAEX	000766	FXE	811017
BAEX	000767	FXE	811018
BAEX	000768	FXE	811019
BAEX	000769	FXE	811020
BAEX	000770	FXE	811021
BAEX	000771	FXE	811022
BAEX	000772	FXE	811023
BAEX	000773	FXE	811024
BAEX	000774	FXE	811025
BAEX	000775	FXE	811026
BAEX	000776	FXE	811027
BAEX	000777	FXE	811028
BAEX	000778	FXE	811029
BAEX	000779	FXE	811030
BAEX	000780	FXE	811031
BAEX	000781	FXE	811032
BAEX	000782	FXE	811033
BAEX	000783	FXE	811034
BAEX	000784	FXE	811035
BAEX	000785	FXE	811036
BAEX	000786	FXE	811037
FEC	006176	RMGX	009131
FEC	006179	PRSX	000319
FEC	006178	PRSX	000344
FEC	006181	PRSX	000306
FEC	006182	RMGX	009128
FEC	006183	GNRR	005610
RMGX	171027	RCPX	171027
WCOR	171063	RCPX	171063
WCOR	171073	RCPX	171073
WCOR	171154	RCPX	171154
WCOR	171162	RMGX	171162
WCOR	171248	RCPX	171248
WCOR	171247	RCPX	171257
WCOR	173081	RCPX	173081
WCOR	173235	RMGX	173235
WCOR	173333	RCPX	173333
WCOR	173348	RCPX	173348
WCOR	173400	RMGX	173400
WCOR	173456	RCPX	173456
WCOR	173632	RCPX	173632
WCOR	173690	RCPX	173690
WCOR	173867	RMGX	173867

EXHIBIT "B"

Substitutions for STB Filing -

CARS IN

CARS OUT

Mark Unit No.

Mark Unit No.

RMGX 003399

RMGX 003394

EXHIBIT "C"

Car Casualties for STB Filing -

Car Mark	Car Unit No.
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ITGX	012656
ITGX	012632
ITGX	012622
AAMX	884629
AAMX	885228
AAMX	885266
AAMX	885321
AAMX	885549
AAMX	885405