

RECORDATION NO. 22678-B FILED

JAN 30 '04

12-45 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

January 29, 2004

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 as of December 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Leasing Agreement which were previously filed with the Board under Recordation Number 22678.

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

Lessee: Railcar, Ltd. on behalf of
Progress Rail Services Corporation d/b/a
Progress Rail Canada
1000 Sherbrooke Street West
24th Floor
Montreal, Quebec
Canada H3H 2R9

[Lessor: Rail Trust-1999
Wilmington Trust Company, solely in its
capacity as Owner Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-1605]

Mr. Vernon A. Williams
January 29, 2004
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A description of the railroad equipment covered by the enclosed document is:

Exhibit A: no railcars whose reporting marks are being changed.

Exhibit B: no substitutions.

Exhibit C: 2 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

RAILCAR

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

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SURFACE TRANSPORTATION BOARD

RE: Recordation Number: 22678

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 22678-B.

Sincerely,



Jeffrey Edelman
Senior Vice President - Finance

STATE OF GEORGIA
COUNTY OF FULTON

On this the 30 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

None

EXHIBIT "B"

Substitutions for STB Filing -

CARS IN

CARS OUT

Mark Unit No.

Mark Unit No.

None

EXHIBIT "C"

Car Casualties for STB Filing -

Car Mark Car Unit No.

| | |
|-----|--------|
| CNA | 406120 |
| CNA | 406121 |