

3. Exhibit 3 attached hereto identifies the railcars that have been reported as remarked and renumbered since the last Amendment. A Memorandum of Lease with respect to such railcars was recorded with the Surface Transportation Board on March 13, 2003 at 5:27 p.m., under Recordation Number 24266-D. A Memorandum of Security Agreement with respect to such railcars was filed with the Surface Transportation Board on March 13, 2003 at 5:30 p.m. under Recordation Number 24266-E.

This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Security Agreement with respect to the railroad equipment covered by the Lease and the Security Agreement, as to which the Lease and Security Agreement remain in full force and effect.

Dated this 22nd day of July, 2004.

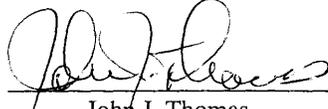
LESSOR:

FLEET NATIONAL BANK

By: _____
Name: _____
Title: _____

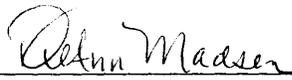
LESSEE:

RAILCAR INVESTMENT LLC

By: 
Name: John J. Thomas
Title: President

ADMINISTRATIVE AGENT:

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**

By: 
Name: DeAnn Madser
Title: Trust Officer

Mr. Vernon A. Williams
August 2, 2004
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A description of the railroad equipment covered by the enclosed document is:

1. 1176 cars among the railcars listed under both recordation numbers 24266 and 24266-A have been renumbered and remarked.
2. 380 cars among the railcars listed under both recordation number 24266-B and 24266-C have been renumbered and remarked.
3. 721 cars among the railcars listed under both recordation number 24266-D and 24266-E have been renumbered and remarked.

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

Amendment No. 2 to Memorandum of Lease and Memorandum of Security Agreement.

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