RECORDATION NO. 21676 FILED

SEP 29 '98 9-05 AM

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RECORDATION NO. 21676-A,B,C FILED

SEP 29 '98 9-05 AM

SEP 29 9 02 AM

RECEIVED SURFACE TRANSPORTATION BOARD

September 28, 1998

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

Re: GARC II 98-B Railcar Trust

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement, dated September 29, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, a Memorandum of Trust Indenture and Security Agreement, also dated September 29, 1998, Trust Indenture Supplement No. 1 and Lease Supplement No. 1.

The names and addresses of the parties of the enclosed documents are:

Equipment Lease Agreement
and
Lease Supplement No. 1

Lessor: Wilmington Trust Company,
Trustee of GARC II 98-B Railcar Trust
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: General American Railcar Corporation II
500 West Monroe Street
Chicago, Illinois 60601

Counterparts - Kibartman

A → Trust Indenture and Security Agreement
and
Trust Indenture Supplement No. 1

Owner Trustee: Wilmington Trust Company,
Trustee of GARC II 98-B Railcar Trust
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to each of the Memoranda.

Also enclosed is a check in the amount of $104.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21676-A FILED

SEP 29 '98 9-05 AM

Document No. 1.4

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT (GARC II 98-B)

This Memorandum of Trust Indenture and Security Agreement (GARC II 98-B) (this "Memorandum"), dated September 29, 1998 is by and between GARC II 98-B Railcar Trust, a Delaware business trust, by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee (the "Owner Trustee"), and State Street Bank and Trust Company, a Massachusetts trust company, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

The Owner Trustee and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GARC II 98-B), dated as of September 1, 1998, to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in the following:

(1) the Equipment Lease Agreement (GARC II 98-B) (the "Lease") dated as of September 1, 1998, by and between the Owner Trustee, as lessor, and General American Railcar Corporation II, as lessee (the "Lessee"); the Participation Agreement (GARC II 98-B) (the "Participation Agreement") dated as of September 1, 1998 by and among the Lessee, the Manager, the Lessee Parent, the Pass Through Trustee, the Owner Participant, the Owner Trustee and the Indenture Trustee; the Transfer and Assignment Agreement (the "Transfer and Assignment Agreement") dated as of September 1, 1998 by and between Lessee Parent and the Lessee; the Collateral Agency and Intercreditor Agreement (the "Intercreditor Agreement") dated as of September 1, 1998 by and among the Lessee, the Collateral Agent, the Owner Trustee, the Indenture Trustee, the Manager, the Insurance Manager and certain other Persons; the GATC Bill of Sale (the "GATC Bill of Sale") dated the Closing Date and executed and delivered by the Lessee Parent, conveying the Equipment to the Lessee; and the Bill of Sale (the "Bill of Sale") dated the Closing Date from the Lessee to the Owner Trustee covering the Units delivered on the Closing Date or such Replacement Unit, as the case may be;

(2) the railroad equipment listed on Exhibit A attached hereto, the Replacement Units and all substitutions therefor in which the Owner Trustee shall from time to time acquire an interest under the Lease;

(3) all requisition proceeds with respect to the Equipment or any Unit thereof (to the extent of the Owner Trustee's interest therein pursuant to the terms of the Lease);

(4) all monies and securities now or hereafter paid or deposited or required to be paid or deposited with the Indenture Trustee pursuant to any term of the Trust Indenture, the Lease or the Participation Agreement or required to be held by the Indenture Trustee hereunder or thereunder (including, without limitation, the Payment Account); and

(5) all proceeds of the foregoing.

The foregoing shall not subject to the Lien of the Trust Indenture, any (i) Excepted Rights, (ii) Excepted Property or (iii) payment of amounts which have been distributed to the Owner Trustee or any other Person in accordance with the provisions of this Indenture.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the Trust Indenture on file with State Street Bank and Trust Company, or its successor indenture trustee.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized as of the date and year first above written.

GARC II 98-B RAILCAR TRUST,
By: Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

By:_____
Name: JAMES F. LAWLER
Title: Vice President

STATE STREET BANK AND TRUST COMPANY,
Indenture Trustee

By:_____
Name:_____
Title:_____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized as of the date and year first above written.

GARC II 98-B RAILCAR TRUST,
By: Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

By:_____
Name:_____
Title:_____

STATE STREET BANK AND TRUST COMPANY,
Indenture Trustee

By:_____
Name: Alison Della Bella
Title: Assistant Vice President

STATE OF Delaware)
) SS:
COUNTY OF New Castle)

On this 18th day of September, 1998 before me personally appeared James P. Lawler, to me personally known, who being duly sworn, says that he/she is the VICE PRESIDENT of GARC II 98-B Railcar Trust, by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen A. Pedelini
Notary Public

KATHLEEN A. PEDELINI
NOTARY PUBLIC
My Commission expires October 31, 1998

My commission expires:_____

STATE OF _____)
) SS:
COUNTY OF _____)

On this ___ day of September, 1998 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of State Street Bank and Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

My commission expires:_____

STATE OF _____)
) SS:
COUNTY OF _____)

On this ___ day of September, 1998 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of GARC II 98-B Railcar Trust, by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kevin M Gallagher
Notary Public

KEVIN M. GALLAGHER
Notary Public
My Commission Expires July 12, 2002

My commission expires: _____

STATE OF MASSACHUSETTS)
) SS:
COUNTY OF Suffolk)

On this ___ day of September, 1998 before me personally appeared ALISON DELLA BELLA, to me personally known, who being duly sworn, says that he/she is the ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kevin M Gallagher
Notary Public

KEVIN M. GALLAGHER
Notary Public
My Commission Expires July 12, 2002

My commission expires: _____

Exhibit A

(GARC II 98-B)

	Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
Equipment Group B	ASL0004	5125 Power Flow	Power Flow 110 To	41	3116949.994	GPFX011185
						GPFX011186
						GPFX011198
						GPFX011199
						GPFX011204
						GPFX011209
						GPFX011236
						GPFX011240
						GPFX011242
						GPFX011245
						GPFX011278
						GPFX011281
						GPFX011283
						GPFX011284
						GPFX011289
						GPFX011290
						GPFX011292
						GPFX011293
						GPFX011294
						GPFX011308
						GPFX011309
						GPFX011310
						GPFX011355
						GPFX011356
						GPFX011358
						GPFX011360
						GPFX011361
						GPFX011362
						GPFX011365
						GPFX011369
						GPFX011372
						GPFX011374
						GPFX011377
						GPFX011379
						GPFX011380
						GPFX011384
						GPFX011386
						GPFX011422
						GPFX011424
						GPFX011426
						GPFX011427
	GSL0001	Miscellaneous Large Steel	DOT 111A100-W-5	1	68833.75	GATX060933
	GSL0002	Miscellaneous Large Alloy	DOT 111A100-W-6	7	1024322.88	GATX031356
			DOT 111A100-W-7			GATX064160
						GATX070672
						GATX070674
						GATX070676
						GATX070678
						GATX070679
	GSL0003	13,000 Gallon Sulfuric Acid	DOT 111A100-W-2	9	469304.5071	GATX007731
						GATX007732
						GATX007733
						GATX007734
						GATX007735
						GATX007736
						GATX007739

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX007743
					GATX007745
GSL0004	20,000 Gallon NC/NI HCL	DOT 111A100-W-5	14	766996.64	GATX060906
					GATX060949
					GATX060950
					GATX060953
					GATX060954
					GATX061432
					GATX061435
					GATX061436
					GATX061442
					GATX061445
					GATX061461
					GATX061463
					GATX061464
					GATX061465
GSL0006	13,000 Gallon NC/INS	AAR 211A100-W-1	18	1020152.56	GATX005710
					GATX005712
					GATX005713
					GATX005714
					GATX005715
					GATX005717
					GATX005718
					GATX005719
					GATX005720
					GATX005722
					GATX005723
					GATX005726
					GATX005730
					GATX005732
					GATX005734
					GATX005736
					GATX005739
					GATX005740
GSL0010	16,000 Gallon OSC/INS	DOT 111A100-W-1	3	169188.72	GATX074164
					GATX074174
					GATX074175
GSL0013	20,000 Gallon NC/INS	DOT 111A100-W-1	60	3109641.64	GATX062764
					GATX062767
					GATX062769
					GATX062771
					GATX062772
					GATX062773
					GATX062777
					GATX062778
					GATX062779
					GATX062780
					GATX062781
					GATX062785
					GATX062789
					GATX062790
					GATX062792
					GATX062793
					GATX062794
					GATX062795
					GATX062798
					GATX062799

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX063010
					GATX063013
					GATX063017
					GATX063020
					GATX063021
					GATX063022
					GATX063023
					GATX063024
					GATX063025
					GATX063027
					GATX063028
					GATX063029
					GATX063033
					GATX063035
					GATX063038
					GATX063041
					GATX063044
					GATX063045
					GATX063049
					GATX063050
					GATX063506
					GATX063507
					GATX063509
					GATX063511
					GATX063513
					GATX063514
					GATX063515
					GATX063516
					GATX063519
					GATX063521
					GATX063526
					GATX063528
					GATX063532
					GATX063537
					GATX063538
					GATX063542
					GATX063543
					GATX063545
					GATX063546
					GATX063547
GSL0015	20,000 Gallon OSC/INS	DOT 111A100-W-1	60	3749780.464	GATX031056
		DOT 111A100-W-3			GATX031220
		DOT 111A100-J-4			GATX031221
					GATX031222
					GATX031226
					GATX031227
					GATX031229
					GATX031450
					GATX031452
					GATX031453
					GATX031455
					GATX031458
					GATX031460
					GATX031583
					GATX031828
					GATX032003
					GATX032004

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX032005
					GATX032008
					GATX032017
					GATX032018
					GATX032020
					GATX032023
					GATX032024
					GATX032025
					GATX032027
					GATX032039
					GATX032040
					GATX032359
					GATX032362
					GATX032372
					GATX032374
					GATX032381
					GATX032384
					GATX032401
					GATX032431
					GATX032433
					GATX032435
					GATX032436
					GATX032437
					GATX032438
					GATX032439
					GATX032440
					GATX032446
					GATX032483
					GATX032485
					GATX032486
					GATX032489
					GATX032490
					GATX060702
					GATX060706
					GATX060707
					GATX060710
					GATX062696
					GATX062699
					GATX063847
					GATX063849
					GATX063850
					GATX073515
					GATX073518
GSL0016	23,000 Gallon OSC/INS	DOT 111A100-W-1	146	8722556.106	GATX059713
					GATX059715
					GATX059744
					GATX059746
					GATX059747
					GATX059749
					GATX059750
					GATX059752
					GATX059753
					GATX059755
					GATX059759
					GATX059798
					GATX059799
					GATX059800

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX059919
					GATX059920
					GATX059925
					GATX059927
					GATX059940
					GATX059943
					GATX059944
					GATX059945
					GATX059946
					GATX059949
					GATX059950
					GATX059951
					GATX059957
					GATX059959
					GATX060885
					GATX060887
					GATX064047
					GATX064048
					GATX064049
					GATX064050
					GATX064053
					GATX064054
					GATX064058
					GATX064070
					GATX064075
					GATX064078
					GATX064079
					GATX064352
					GATX064354
					GATX064452
					GATX064477
					GATX064478
					GATX064479
					GATX064481
					GATX064482
					GATX064487
					GATX064489
					GATX064495
					GATX064496
					GATX064497
					GATX064498
					GATX064513
					GATX064524
					GATX064526
					GATX064527
					GATX066278
					GATX066279
					GATX066280
					GATX066281
					GATX066291
					GATX066292
					GATX066296
					GATX066309
					GATX066310
					GATX066521
					GATX066522
					GATX066546

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX066561
					GATX066563
					GATX066614
					GATX066619
					GATX066622
					GATX066623
					GATX066626
					GATX066627
					GATX066628
					GATX066629
					GATX066632
					GATX066633
					GATX066634
					GATX066636
					GATX066638
					GATX066645
					GATX066646
					GATX066647
					GATX066648
					GATX066649
					GATX066745
					GATX066751
					GATX066752
					GATX066756
					GATX066762
					GATX066766
					GATX066767
					GATX066768
					GATX066772
					GATX066774
					GATX066777
					GATX066780
					GATX066781
					GATX066786
					GATX066793
					GATX066794
					GATX066796
					GATX066797
					GATX066798
					GATX067229
					GATX067230
					GATX067241
					GATX067242
					GATX067246
					GATX067249
					GATX067265
					GATX067268
					GATX067269
					GATX067270
					GATX072441
					GATX072444
					GATX072446
					GATX072447
					GATX072448
					GATX072458
					GATX072459
					GATX072460

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX072461
					GATX072462
					GATX072472
					GATX072473
					GATX072474
					GATX072475
					GATX072485
					GATX072486
					GATX072487
					GATX072489
					GATX072491
					GATX072492
					GATX072496
					GATX072499
					GATX072501
					GATX072502
					GATX072522
					GATX072524
GSL0017	26,000 Gallon NC/NI Chem	DOT 111A100-W-1	26	1385335.13	GATX094677
					GATX094678
					GATX094680
					GATX094682
					GATX094683
					GATX094686
					GATX094688
					GATX094696
					GATX094700
					GATX095594
					GATX095855
					GATX095856
					GATX095862
					GATX095871
					GATX095872
					GATX096302
					GATX096303
					GATX096304
					GATX096305
					GATX096306
					GATX096310
					GATX096312
					GATX096337
					GATX096338
					GATX096411
					GATX096415
GSL0018	26,000 Gallon ISC Lube Oi	DOT 111A100-W-1	2	112350.56	GATX094563
					GATX094564
GSL0019	29,000 Gallon NC/NI Alcoh	DOT 111A100-W-1	27	1487427.8	GATX080680
					GATX080681
					GATX081052
					GATX081056
					GATX081065
					GATX081067
					GATX081068
					GATX081091
					GATX081093
					GATX081095
					GATX081098

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX081099
					GATX081102
					GATX081803
					GATX081807
					GATX081809
					GATX081810
					GATX081837
					GATX081840
					GATX081853
					GATX081854
					GATX081855
					GATX081878
					GATX081879
					GATX081888
					GATX081891
					GATX081895
GSL0023	25,000 Gallon OSC/INS	DOT 111A100-W-1	51	3077169.82	GATX054950
					GATX054961
					GATX054962
					GATX054964
					GATX054969
					GATX054970
					GATX055211
					GATX055213
					GATX055214
					GATX055216
					GATX055218
					GATX055221
					GATX055223
					GATX055224
					GATX094142
					GATX094144
					GATX094147
					GATX094150
					GATX094151
					GATX094152
					GATX094153
					GATX094789
					GATX094790
					GATX094792
					GATX094793
					GATX094796
					GATX095008
					GATX095015
					GATX095986
					GATX095987
					GATX095989
					GATX095991
					GATX095992
					GATX095993
					GATX095994
					GATX095995
					GATX095997
					GATX096000
					GATX096162
					GATX096163
					GATX096165

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX096169
					GATX096177
					GATX096180
					GATX096188
					GATX096190
					GATX096263
					GATX096267
					GATX096268
					GATX096269
					GATX096270
GSL0024	13,000 Gallon Sulfuric Acid	DOT 111A100-W-2	8	401514.17	GATX006064
					GATX006067
					GATX006068
					GATX006069
					GATX006292
					GATX006294
					GATX006297
					GATX006300
GSL0026	26,000 Gallon OSC/INS	DOT 111A100-W-1	9	538287.53	GATX094106
					GATX096023
					GATX096025
					GATX096033
					GATX096035
					GATX096233
					GATX096234
					GATX096328
					GATX096329
HPL0001	Miscellaneous Large Steel/	DOT 105J200-W	2	136253.36	GATX095918
					GATX095920
HPL0003	33,500 Gallon NC/INS	DOT 112J340-W	56	4262142.03	GATX057159
					GATX057160
					GATX057185
					GATX057187
					GATX057189
					GATX057191
					GATX057192
					GATX057193
					GATX057197
					GATX057199
					GATX057219
					GATX057221
					GATX057222
					GATX057223
					GATX057225
					GATX057230
					GATX057245
					GATX057246
					GATX057248
					GATX057249
					GATX058641
					GATX058644
					GATX058646
					GATX058650
					GATX058651
					GATX058653
					GATX058655
					GATX058656

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GATX058657
					GATX058659
					GATX058703
					GATX058707
					GATX058718
					GATX058719
					GATX058728
					GATX058749
					GATX058751
					GATX058752
					GATX058753
					GATX058754
					GATX058755
					GATX058756
					GATX058806
					GATX058807
					GATX058809
					GATX058811
					GATX058813
					GATX058814
					GATX058815
					GATX058816
					GATX058820
					GATX058823
					GATX058825
					GATX058827
					GATX058831
					GATX058832
HPL0006	105A300/100	DOT 105J100-W	3	209708.0167	GATX060900
					GATX060902
					GATX060903
HPL0007	25,000 Gallon NC/NI	DOT 105J100-W	1	67704.74	GATX096073
HPL0011	33,500 Gallon NC/NI	DOT 105J400-W	6	485134.68	GATX062519
					GATX062520
					GATX062522
					GATX062524
					GATX062525
					GATX062526
OFL0004	5851 Plastic Pellet	Polyflow CV 110 To	81	4950289.647	GPLX075368
					GPLX075385
					GPLX075388
					GPLX075389
					GPLX075399
					GPLX075404
					GPLX075409
					GPLX075411
					GPLX075422
					GPLX075424
					GPLX075523
					GPLX075714
					GPLX075715
					GPLX075718
					GPLX075720
					GPLX075723
					GPLX075838
					GPLX075840
					GPLX075842

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GPLX075843
					GPLX075844
					GPLX075845
					GPLX075910
					GPLX075914
					GPLX075915
					GPLX075917
					GPLX075918
					GPLX075991
					GPLX075993
					GPLX075994
					GPLX075998
					GPLX076001
					GPLX076002
					GPLX076004
					GPLX076005
					GPLX076007
					GPLX076011
					GPLX076020
					GPLX076021
					GPLX076023
					GPLX076024
					GPLX076026
					GPLX076030
					GPLX076031
					GPLX076033
					GPLX076034
					GPLX076090
					GPLX076091
					GPLX076094
					GPLX076097
					GPLX076100
					GPLX076101
					GPLX076102
					GPLX076103
					GPLX076106
					GPLX076109
					GPLX076111
					GPLX076113
					GPLX076114
					GPLX076121
					GPLX076122
					GPLX076123
					GPLX076125
					GPLX076126
					GPLX076138
					GPLX076163
					GPLX076165
					GPLX076170
					GPLX076172
					GPLX076173
					GPLX076174
					GPLX076177
					GPLX076178
					GPLX076190
					GPLX076192
					GPLX076254

Functional Group	Description	DOT Class	Number of Cars	Equipment Cos	Car Numbers
					GPLX076255
					GPLX076256
					GPLX076257
					GPLX076259
					GPLX076261
OFL0006	5161 Covered Hopper	Hopper 110 Ton	40	2174415.554	GACX007091
					GACX007092
					GACX007094
					GACX007097
					GACX007099
					GACX007101
					GACX007163
					GACX007166
					GACX007168
					GACX007171
					GACX007175
					GACX007176
					GACX007178
					GACX007180
					GACX007181
					GACX007184
					GACX007185
					GACX007186
					GACX007187
					GACX007188
					GACX007192
					GACX007193
					GACX007195
					GACX007196
					GACX007200
					GACX007203
					GACX007476
					GACX007479
					GACX007480
					GACX007486
					GACX007488
					GACX007489
					GACX007490
					GACX007491
					GACX007494
					GACX007495
					GACX007496
					GACX007499
					GACX007641
					GACX007654
OFS0001	Miscellaneous Small Freig	Hopper 110 Ton	5	253513.15	GACX003504
					GACX003505
					GACX003507
					GACX003509
					GACX003510
			676	###########	