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

22426, A, B, C

September 27, 1999

RECORDATION NO. FILED

SEP 27 '99 2-30 PM

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

Re: GARC III 99-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 28, 1999, 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, also dated September 28, 1998, namely: a Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, 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 III 99-B Railcar Trust  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

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

*Kimberly*

Mr. Vernon A. Williams  
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Trust Indenture and Security Agreement  
and  
Trust Indenture Supplement No. 1

Owner Trustee: Wilmington Trust Company  
Trustee of GARC III 99-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,

  
for Robert W. Alvord

RWA/bg  
Enclosures

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

GARC III 99-B RAILCAR TRUST,  
By: Wilmington Trust Company, not in its  
individual capacity but solely as Owner Trustee,  
as Lessor

By:   
Name: Donald G. MacKelcan  
Title: Vice President

GENERAL AMERICAN RAILCAR CORPORATION III,  
as Lessee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RECORDATION NO. 22426

FILED

Document No. 1.8

SEP 27 '99

2-30PM

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (GARC III 99-B)**

This Memorandum of Equipment Lease Agreement (GARC III 99-B) (this "Memorandum"), dated September 28, 1999, is by and between GARC III 99-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, as Lessor (the "Lessor"), and General American Railcar Corporation III, a Delaware corporation, as Lessee (the "Lessee").

**WITNESSETH:**

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (GARC III 99-B), dated as of September 1, 1999, whereby the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, certain tank cars and covered hopper cars bearing the reporting marks and road numbers described in the Lease Supplements thereto.

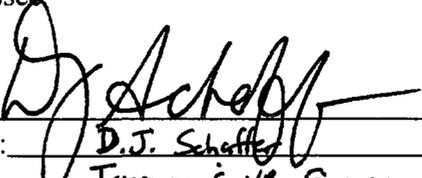
\* \* \*

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

GARC III 99-B RAILCAR TRUST,  
By: Wilmington Trust Company, not in its  
individual capacity but solely as Owner Trustee,  
as Lessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

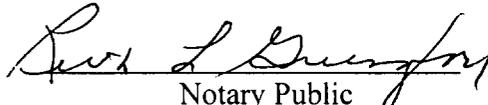
GENERAL AMERICAN RAILCAR CORPORATION III,  
as Lessee

By:  \_\_\_\_\_  
Name: D.J. Schaffler  
Title: Treasurer & VP Finance

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF NEW CASTLE )

On this 3<sup>rd</sup> day of September, 1999 before me personally appeared Wald G. MacKellan, to me personally known, who being duly sworn, says that he/she is the Vice President of GARC III 99-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.

RUTH L. GUESSFORD  
NOTARY PUBLIC-DELAWARE  
My Commission Expires April 28, 2001  
My commission expires: \_\_\_\_\_

  
Notary Public

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this \_\_\_ day of September, 1999 before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of General American Railcar Corporation III, 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 DELAWARE )  
 ) SS:  
COUNTY OF NEW CASTLE )

On this \_\_\_ day of September, 1999 before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he/she is the \_\_\_\_\_ of GARC III 99-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.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 10<sup>th</sup> day of September, 1999 before me personally appeared D.J. Schaffer, to me personally known, who being duly sworn, says that he/she is the Treasurer & VP Finance of General American Railcar Corporation III, 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.

Latosha P. Fleming  
\_\_\_\_\_  
Notary Public

My commission expires: Jan. 29, 2003

