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November 27, 2002

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

RECORDATION NO. 21675-Q FILED

NOV 27 '02 12:34 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Lease Supplement No. 6 (GARC II 98-A), dated as of May 23, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement (GARC II 98-A) which was previously filed with the Commission under Recordation Number 21675.

The names and addresses of the parties to the enclosed document are:

Lessor: GARC II 98-A Railcar Trust, by  
Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: General American Railcar Corporation II  
500 Monroe Street  
Chicago, Illinois 60661

A description of the railroad equipment covered by the enclosed document is:

Railcars GATX 066527 and GATX 067420 are being replaced by GATX 001317 and GATX 059243.

Mr. Vernon A. Williams  
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A short summary of the document to appear in the index is:

Lease Supplement No. 6 (GARC II 98-A).

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/bjg  
Enclosures

RECORDATION NO. 21675-0 FILED

**LEASE SUPPLEMENT NO. 6  
(GARC II 98-A)**

**NOV 27 '02**

**12-34 PM**

**SURFACE TRANSPORTATION BOARD**

This Lease Supplement No. 6, dated as of November 1, 2002, between GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation II, a Delaware corporation ("Lessee");

**WITNESSETH:**

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC II 98-A) dated as of September 1, 1998 (the "Lease"). The terms used herein are used with the meanings assigned to such terms in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Units of Equipment to be leased to Lessee under the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance, without regard to principles of conflicts of laws.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Lessor:

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

By:   
Name: Charlotte Paglia  
Title: Senior Financial Services Officer

Lessee:

General American Railcar Corporation II

By:   
Name: Joseph E. McNeely  
Title: Vice President

State of Delaware )  
 ) SS  
County of New Castle )

On this 8<sup>th</sup> day of November 2002, before me personally appeared Charlotte Paglia, to me personally known, who being by me duly sworn, say that he/she is Senior Financial Services Officer of GARC II 98-A Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Susanne M. Gula*  
Notary Public

[Notarial Seal]

**SUSANNE M. GULA**  
**NOTARY PUBLIC**  
My Commission Expires Nov. 21, 2003

My commission expires:

State of Illinois )  
 ) SS  
County of Cook )

On this 1<sup>st</sup> day of November 2002, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, say that he is Vice President of General American Railcar Corporation, that said instrument was signed on such date no behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Patricia Lodge*  
Notary Public

[Notarial Seal]

**OFFICIAL SEAL**  
**PATRICIA LODGE**  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES: 01/25/03

My commission expires:

**SCHEDULE 1**

<b><u>Car Type</u></b>	<b><u>DOI Class</u></b>	<b><u>Car Marking</u></b>
T106	111A100-W-1	GATX 001317
T106	111A100-W-1	GATX 059243