

RECORDATION NO. 22426-F FILED

OCT 24 '03 12:26 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

October 24, 2003

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 three (3) copies of the following secondary document: Trust Indenture Supplement No. 2, dated October 31, 2000.

The enclosed document relates to the Trust Indenture (GARC III 99-B) previously filed with the Board under Recordation Number 22426.

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

Indenture	
Trustee:	State Street Bank and Trust Company 225 Franklin Street Boston, MA 02110
Owner	
Trustee:	GARC III 99-B Railcar Trust c/o Wilmington Trust Company 1100 North Market Wilmington, DE 19890

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

Railcar GATX 059196 is being replaced by Railcar GATX 075284.

Mr. Vernon A. Williams  
October 24, 2003  
Page Two

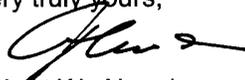
A short summary of the document to appear in the index follows:

Trust Indenture Supplement No. 2

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/anr  
Enclosures

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**TRUST INDENTURE SUPPLEMENT NO. 2  
(GARC III Trust No. 99-B)**

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 2 (GARC III Trust No. 99-B), dated October 31, 2000 (this "Indenture Supplement"), of GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (GARC III Trust No. 99-B), dated as of September 1, 1999 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and General Foods Credit Corporation, as owner participant;

**WITNESSETH:**

WHEREAS, the Trust Indenture and Security Agreement (GARC III Trust No. 99-B) dated as of September 1, 1999 (the "Indenture"), between the Owner Trustee and State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof each of which shall particularly describe the Unit covered by a related Lease Supplement under the Lease, by having attached thereto a copy of such related Lease Supplement, and shall specifically mortgage such Unit to the Indenture Trustee; and

WHEREAS, the Indenture includes the Equipment described in the copy of Lease Supplement No. 2 attached hereto and made a part hereof; and

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and Premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture for the benefit of the holders of the Equipment Notes and in the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, a security interest in and mortgage lien on all right, title and interest of the Owner Trustee in and to the property comprising the Equipment described in the copy of Lease Supplement No. 2 attached hereto, and (ii) has sold, assigned, transferred and set over, a security interest in and mortgage lien on all of the right, title and interest of the Owner Trustee under, in and to such Lease Supplement (excluding, however, any rights to Excepted Property thereunder), referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day 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

By:   
Name: \_\_\_\_\_  
Title: **Anita Roselli**  
Financial Services Officer

Acknowledge by:

State Street Bank and Trust Company,  
not in its individual capacity, but solely  
as Indenture Trustee

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

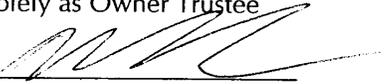
This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day 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

By: 

Name:

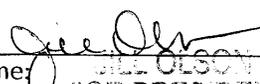
**Anita Roselli**

Title:

Financial Services Officer

Acknowledge by:

State Street Bank and Trust Company,  
not in its individual capacity, but solely  
as Indenture Trustee

By: 

Name:

**Bill Olson** Attorney In Fact

Title:

**VICE PRESIDENT**

State of Delaware )  
 ) SS  
County of New Castle )

On this 25 day of September, 2003, before me personally appeared Anita Roselli,  
to me personally known, who being by me duly sworn, say that he/she is Financial Services Officer  
of 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.

Kimberly E. Faulhaber  
Notary Public  
KIMBERLY ELIZABETH FAULHABER  
NOTARY PUBLIC - DELAWARE  
My Commission Expires April 9, 2005

SEAL  
My Commission Expires:

State of Massachusetts )  
 ) SS  
County of Suffolk )

On this \_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared  
\_\_\_\_\_, to me personally known, who being by me duly sworn, say that  
he/she is \_\_\_\_\_ of State Street Bank and 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.

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

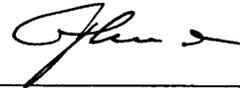
SEAL  
My Commission Expires:

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

10/29/03



\_\_\_\_\_  
Robert W. Alvord