

RECORDATION NO. 22426-14 FILED

OCT 24 '03 12:44 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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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: Lease Supplement No. 3, dated as of June 19, 2002.

The enclosed document relates to the Equipment Lease (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:

Lessor:	GARC III 99-B Railcar Trust c/o Wilmington Trust Company 1100 North Market Wilmington, DE 19890
Lessee:	General American Railcar Corporation III 500 West Monroe Street Chicago, IL 60661

A description of the railroad equipment covered by the enclosed document is:
Railcars originally within the series TIMX 017019 – TIMX 017098 are re-marked and re-numbered within the series GATX 073119 - GATX 073198.

Mr. Vernon A. Williams
October 24, 2003
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A short summary of the document to appear in the index follows:

Lease Supplement No. 3

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

**LEASE SUPPLEMENT NO. 3
(GARC III 99-B)**

This Lease Supplement No. 3, dated as of June 19, 2002, between GARC III 99-B 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 III, a Delaware corporation ("Lessee");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC III 99-B) dated as of September 1, 1999 (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 for, among other things, the purpose of recording any change in the reporting marks of any Unit.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 4.2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Effective June 1, 2002, Schedule I of the Lease shall be amended to substitute each "New Car" identifying mark and number listed in the first column of Schedule A hereto in place of the identifying mark and number of the "Original Car" noted in the column next to each such New Car Number.
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.

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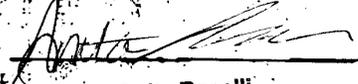
RECORDATION BOARD

- 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.

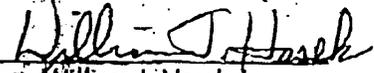
Lessor:

GARC 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

Lessee:

General American Railcar Corporation III

By: 
 Name: William J. Hasek
 Title: Treasurer

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

By: _____
Name: _____
Title: _____

Lessee:

General American Railcar Corporation III

By: William J. Hasek
Name: William J. Hasek
Title: Treasurer

State of Delaware)
) SS
County of New Castle)

On this ^{17th} day of OCTOBER, 2002, before me personally appeared Arlita 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.

Notary Public Kimberly E. Faulhaber

[Notarial Seal]

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

My commission expires:

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 2002, before me personally appeared William J. Hasek, to me personally known, who being by me duly sworn, say that he is a Treasurer of General American Railcar Corporation III, 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

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 14th day of October, 2003, before me personally appeared William J. Hasek, to me personally known, who being by me duly sworn, say that he is a Treasurer of General American Railcar Corporation III, 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]

My commission expires:



Schedule A

New Car Number	Original Car Number	Description	DOT Classification
GATX 073119	TIMX 017019 ✓	Tank Car	111A100-W-3
GATX 073120	TIMX 017020 ✓	Tank Car	111A100-W-1
GATX 073137	TIMX 017037 ✓	Tank Car	111A100-W-1
GATX 073140	TIMX 017040 ✓	Tank Car	111A100-W-1
GATX 073141	TIMX 017041 ✓	Tank Car	111A100-W-1
GATX 073144	TIMX 017044 ✓	Tank Car	111A100-W-1
GATX 073150	TIMX 017050 ✓	Tank Car	111A100-W-3
GATX 073152	TIMX 017052 ✓	Tank Car	111A100-W-1
GATX 073153	TIMX 017053 ✓	Tank Car	111A100-W-1
GATX 073155	TIMX 017055 ✓	Tank Car	111A100-W-1
GATX 073156	TIMX 017056 ✓	Tank Car	111A100-W-1
GATX 073158	TIMX 017058 ✓	Tank Car	111A100-W-3
GATX 073159	TIMX 017059 ✓	Tank Car	111A100-W-3
GATX 073161	TIMX 017061 ✓	Tank Car	111A100-W-1
GATX 073162	TIMX 017062 ✓	Tank Car	111A100-W-3
GATX 073164	TIMX 017064 ✓	Tank Car	111A100-W-1
GATX 073165	TIMX 017065 ✓	Tank Car	111A100-W-1
GATX 073167	TIMX 017067 ✓	Tank Car	111A100-W-1
GATX 073168	TIMX 017068 ✓	Tank Car	111A100-W-1
GATX 073170	TIMX 017070 ✓	Tank Car	111A100-W-1
GATX 073171	TIMX 017071 ✓	Tank Car	111A100-W-3
GATX 073173	TIMX 017073 ✓	Tank Car	111A100-W-1
GATX 073174	TIMX 017074 ✓	Tank Car	111A100-W-1
GATX 073176	TIMX 017076 ✓	Tank Car	111A100-W-1
GATX 073177	TIMX 017077 ✓	Tank Car	111A100-W-1
GATX 073179	TIMX 017079 ✓	Tank Car	111A100-W-1
GATX 073180	TIMX 017080 ✓	Tank Car	111A100-W-1
GATX 073182	TIMX 017082 ✓	Tank Car	111A100-W-1
GATX 073183	TIMX 017083 ✓	Tank Car	111A100-W-1
GATX 073185	TIMX 017085 ✓	Tank Car	111A100-W-1
GATX 073186	TIMX 017086 ✓	Tank Car	111A100-W-1
GATX 073188	TIMX 017088 ✓	Tank Car	111A100-W-1
GATX 073191	TIMX 017091 ✓	Tank Car	111A100-W-1
GATX 073192	TIMX 017092 ✓	Tank Car	111A100-W-1
GATX 073194	TIMX 017094 ✓	Tank Car	111A100-W-1
GATX 073195	TIMX 017095 ✓	Tank Car	111A100-W-1
GATX 073197	TIMX 017097 ✓	Tank Car	111A100-W-1
GATX 073198	TIMX 017098 ✓	Tank Car	111A100-W-1

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