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SURFACE TRANSPORTATION BOARD

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: Lease Supplement No. 4, dated as of January 31, 2003.

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 017001 – TIMX 017089 are re-marked and re-numbered within the series GATX 073111 - GATX 073189.

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

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

Lease Supplement No. 4

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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**LEASE SUPPLEMENT NO. 4**  
**(GARC III 99-B)**

This Lease Supplement No. 4, dated as of January 31, 2003, 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 January 23, 2003, 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.

RECORDATION NO. 22426-J FILED

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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: Joseph E. McNeely

Name: Joseph E. McNeely

Title: Vice President

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: Joseph M. McNeely  
Name: Joseph M. McNeely  
Title: Vice President

State of Delaware )  
 ) SS  
County of New Castle )

On this <sup>17<sup>th</sup></sup> day of OCTOBER, 2003, before me personally appeared Arita 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 \_\_\_\_\_, 2003, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, say that he is a Vice President 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 14<sup>th</sup> day of October, 2003, 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 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.

Notary Public

[Notarial Seal]

My commission expires:

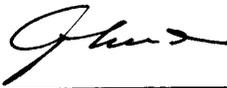
Schedule A

New Car Number	Original Car Number	Description	DOT Classification
GATX 073111	TIMX 017011 ✓	Tank Car	111A100-W-1
GATX 073125	TIMX 017025 ✓	Tank Car	111A100-W-1
GATX 073132	TIMX 017032 ✓	Tank Car	111A100-W-1
GATX 073134	TIMX 017034 ✓	Tank Car	111A100-W-1
GATX 073189	TIMX 017089 ✓	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