

RECORDATION NO. 21677-F FILED

NOV 05 '03

2-36 PM

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

November 5, 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 13, 1999.

The enclosed document relates to the Trust Indenture (GARC II 98-C) previously filed with the Board under Recordation Number 21677.

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 II 98-C 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 060814 is being replaced by Railcar GATX 066311.

Mr. Vernon A. Williams  
November 5, 2003  
Page Two

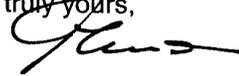
A short summary of the document to appear in the index follows:

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 II 98-C)**

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 2 (GARC II 98-C), dated October 13, 1999 (this "Indenture Supplement"), of GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity but solely as trustee the ("Owner Trustee") under the Trust Agreement (GARC II 98-C), dated as of September 1, 1998 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and General Foods Credit Corporation, as owner participant;

## WITNESSETH:

WHEREAS, one Unit covered by the Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture"), between the Owner Trustee and State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee"), was destroyed prior to the date of the Indenture and accordingly this Trust Indenture Supplement shall particularly describe a replacement unit (the "Replacement Unit") by having attached thereto a copy of the Lease Supplement relating to such Replacement Unit, and shall specifically mortgage such Replacement Unit to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Replacement Unit described in the copy of the Lease Supplement of even date herewith attached hereto and made a part hereof.

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 Replacement Unit described in the copy of the Lease Supplement 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 the Lease Supplement of even date herewith (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.

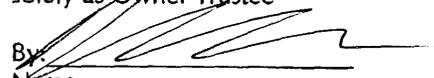
This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

The terms used herein are used with the meanings specified in the Indenture.

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 and Indenture Trustee have 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 II 98-C Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity, but  
solely as Owner Trustee

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

Acknowledged by:

State Street and Trust Company,  
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.

The terms used herein are used with the meanings specified in the Indenture.

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 and Indenture Trustee have 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 II 98-C Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity, but  
solely as Owner Trustee

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

Acknowledged by:

State Street and Trust Company,  
as Indenture Trustee

By:   
Name: JILL OLSON *Attorney In Fact*  
Title: VICE PRESIDENT

State of Delaware )  
 ) SS  
County of New Castle )

On this 25<sup>TH</sup> 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 \_\_\_\_\_, 1999, 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 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:

State of Delaware )  
 ) SS  
County of New Castle )

On this \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ 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

SEAL  
My Commission Expires:

State of Massachusetts )  
 ) SS  
County of Suffolk )

On this 7<sup>th</sup> day of October, <sup>2003</sup>~~1999~~, before me personally appeared JILL OLSON, to me personally known, who being by me duly sworn, say that he/she is VICE PRESIDENT of State Street Bank and Trust 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.

*Christine E. Sampson*  
\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

**Christine E. Sampson**  
Notary Public  
My Commission Expires March 28, 2008

SCHEDULE 1

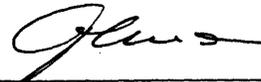
<u>Car Type</u>	<u>DOT Class</u>	<u>Car Marking</u>
T106	211A100-W-1	GATX 066311

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: \_\_\_\_\_

11/5/03



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