

RECORDATION NO. 22425-M
FILED

APR 21 '04 9-15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 19, 2004

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

Re: GARC III 99-A Railcar Trust

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of the following secondary document dated March 25, 2004: Trust Indenture Supplement No. 4.

The enclosed document relates to the documents previously filed under Recordation Number 22425.

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

Owner Trustee: GARC III 99-A Railcar Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

Mr. Vernon A. Williams
April 19, 2004
Page Two

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

Railcars within the series GATX 073115 – GATX 073154, specifically set forth on the schedule attached to the document

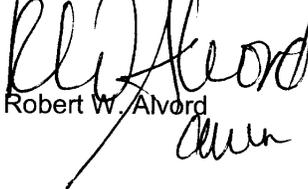
A short summary of the document to appear in the index follows:

Trust Indenture 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 one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

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**TRUST INDENTURE SUPPLEMENT NO. 4
(GARC III Trust No. 99-A)**

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 4 (GARC III Trust No. 99-A), dated March 25, 2004 (this "Indenture Supplement"), between GARC III 99-A 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-A), dated as of September 1, 1999 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and FNBC Leasing Corporation, Owner Participant (the "Owner Participant");

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GARC III Trust No. 99-A) dated as of September 1, 1999 (the "Indenture"), between the Owner Trustee and U.S. Bank National Association, as successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements recording any change in the reporting marks of any Unit covered by the Lease; and

WHEREAS, the Lease has been amended to change the reporting marks of the Equipment as described on Schedule A attached hereto and made a part hereof; and

NOW, THEREFORE, the reporting marks of certain Units of the Equipment described in Lease Supplement No. 1 are hereby changed as reflected on said Schedule.

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

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

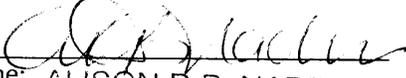
U.S. Bank National Association,
not in its individual capacity, but solely
as Indenture Trustee

By: _____
Name: _____
Title: _____

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

By: _____
Name:
Title:

U.S. Bank National Association,
not in its individual capacity, but solely
as Indenture Trustee

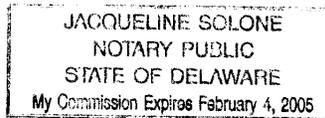
By: 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

State of Delaware)
) SS
County of New Castle)

On this 1 day of April, 2004, before me personally appeared Anita Rosselli to me personally known, who being by me duly sworn, say that he/she is Financial Services 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.

Jacqueline Solone
Notary Public

SEAL
My Commission Expires:



State of Massachusetts)
) SS
County of Suffolk)

On this ___ day of _____, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of U.S. Bank National Association, as successor to 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:

State of Delaware)
) SS
County of New Castle)

On this ___ day of _____, 2004, 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 ^{7th} day of April, 2004, before me personally appeared ~~ALISON D.B. MADEIRA~~ ^{ALISON D.B. MADEIRA}, to me personally known, who being by me duly sworn, say that he/she is ~~VICE PRESIDENT~~ of U.S. Bank National Association, as successor to 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.

Zlatan Catlic
Notary Public

SEAL
My Commission Expires:

ZLATAN CATIC
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011

Schedule A
GARC III Group 1 Restencil Car List (GARC III 99-A)

New Railcar ID	Original Railcar ID	Description	DOT Classification
GATX073115	TIMX017015	Tank Car	DOT 111A100-W-3
GATX073118	TIMX017018	Tank Car	DOT 111A100-W-3
GATX073121	TIMX017021	Tank Car	DOT 111A100-W-3
GATX073124	TIMX017024	Tank Car	DOT 111A100-W-3
GATX073127	TIMX017027	Tank Car	DOT 111A100-W-3
GATX073133	TIMX017033	Tank Car	DOT 111A100-W-3
GATX073136	TIMX017036	Tank Car	DOT 111A100-W-3
GATX073145	TIMX017045	Tank Car	DOT 111A100-W-3
GATX073154	TIMX017054	Tank Car	DOT 111A100-W-3