

RECORDATION NO. 20897-V FILED

JUL 20 '05 9-05 AM

SURFACE TRANSPORTATION BOARD

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July 19, 2005

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 two (2) copies of a Lease Supplement No. 8 (GARC Trust No. 97-3), dated as of June 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GARC Trust No. 97-3) which was previously filed with the Board under Recordation Number 20897.

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

Lessor: U.S. Bank National Association (as successor
to State Street Bank and Trust Company)
225 Franklin Street
Boston, Massachusetts 02101

Lessee: General American Railcar Corporation
500 Monroe Street
Chicago, Illinois 60661

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

Railcars GACX 006657 and GACX 006672 are being replaced by GACX 007593 and GACX 007442.

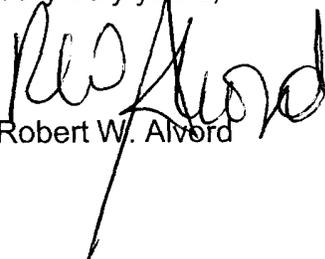
A short summary of the document to appear in the index is:

Lease Supplement No. 6 (GARC Trust No. 97-3).

Also enclosed is a check in the amount of \$33.00 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. Alford

RWA/bjg
Enclosures

JUL 20 '05 9-05 AM

**LEASE SUPPLEMENT NO. 6
(GARC Trust No 97-3)**

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 6, dated as of June 6, 2005, between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation, a Delaware corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC Trust No. 97-3) dated as of September 24, 1997 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Units of Equipment to be leased to Lessee under the Lease.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
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 on 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 internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

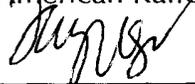
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

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.

U.S. Bank National Association, as successor to
State Street Bank and Trust Company of
Connecticut N.A., not in its
individual capacity but solely as Owner Trustee

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

General American Railcar Corporation

By: 
Name: _____
Title: Fay West
Vice President

SCHEDULE 1

Car Type	DOT Class	Car Marking
C114	Covered Hopper	GACX 007593
C114	Covered Hopper	GACX 007442