

RECORDATION NO. 21677-FF FILED

SEP 20 '10 -4 00 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

September 20, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Supplement No. 9 (GARC II 98-C), dated July 21, 2010, 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 II 98-C) previously filed with the Board under Recordation Number 21677.

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

|                                   |   |
|-----------------------------------|---|
| <b>Owner Trustee/<br/>Lessor:</b> | <b>GARC II 98-C Railcar Trust<br/>c/o Wilmington Trust Company<br/>1100 North Market<br/>Wilmington, DE 19890</b> |
| <b>Lessee:</b>                    | <b>General American Railcar Corporation II<br/>500 West Monroe Street<br/>Chicago, IL 60661</b>                   |

Chief  
Section of Administration  
September 20, 2010  
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A description of the railroad equipment covered by the enclosed document  
is:

2 railcars ADDED: GATX 072964 and GATX 072905

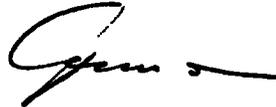
A short summary of the document to appear in the index follows.

Lease Supplement No. 9 (GARC II 98-C)

Also enclosed is a check in the amount of \$41.00 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/sem  
Enclosures

SEP 20 '10 -4 00 PM

**LEASE SUPPLEMENT NO. 9  
(GARC II 98-C)**

**SURFACE TRANSPORTATION BOARD**

This Lease Supplement No. 9, dated as of July 21, 2010, between GARC II 98-C 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 II, a Delaware corporation ("Lessee");

**WITNESSETH:**

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (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 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 each 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 laws of the State of New York, including all matters of construction, validity and performance, without regard to principles of conflicts of laws.



State of Delaware )  
 ) SS  
County of New Castle )

On this 17 day of Sept, 2010, before me personally appeared ~~Jacqueline Sofonea~~ Jacqueline Sofonea to me personally known, who being by me duly sworn, say that he/she is a 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Vernessa E Robinson  
[Notarial Seal]                      VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My commission expires My Comm. Expires Oct. 26, 2010



State of Illinois )  
 ) SS  
County of Cook )

On this 21<sup>st</sup> day of July, 2010, before me personally appeared, William M. Muckian, to me personally known, who being by me duly sworn, say that he is Senior Vice President, Controller & Chief Accounting Officer of General American Railcar Corporation II, 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]                      OFFICIAL SEAL  
My commission expires:              PATRICIA LODGE  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 01-25-11

SCHEDULE 1

| <u>Car Type</u> | <u>DOT Class</u> | <u>Car Marking</u> |
|-----------------|------------------|--------------------|
| T106            | DOT 111A100-W-1  | GATX 072964        |
| T106            | DOT 111A100-W-1  | GATX 072905        |

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:

9/20/10



Robert W. Alvord