

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.

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

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266  
FAX (202) 393-2156

November 21, 2001

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

RECORDATION NO. 21676-J FILED

NOV 23 '01 2-57 PM

SURFACE TRANSPORTATION BOARD

Re: GARC II 98-B 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 a Bill of Sale and Partial Release, a secondary document.

The enclosed document relates to those previously filed with the Board under Recordation Number 21676.

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

Owner Trustee: Wilmington Trust Company  
Trustee of GARC II 98-B Railcar Trust  
1100 North Market Street  
Wilmington, Delaware 19890

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

21676-J 257

Mr. Vernon A. Williams  
November 21, 2001  
Page Two

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

One railcar GATX 064496

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

Bill of Sale and Partial Release between Wilmington Trust Company,  
Owner, Trustee, and State Street Bank and Trust Company, Indenture  
Trustee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross-indexing  
fee.

Kindly return stamped copies of each of the enclosed documents to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 21676-J FILED

NOV 23 '01 2-57 PM

**BILL OF SALE AND PARTIAL RELEASE**

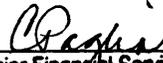
**SURFACE TRANSPORTATION BOARD**

GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 064496 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: June 27, 2001

GARC II 98-B Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity, but solely  
as Owner Trustee

By:   
Title: Senior Financial Services Officer

State Street Bank and Trust Company, as  
Indenture Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 064496 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: June 27, 2001

GARC II 98-B Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity, but solely  
as Owner Trustee

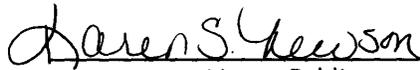
By: \_\_\_\_\_  
Title: \_\_\_\_\_

State Street Bank and Trust Company, as  
Indenture Trustee

By:   
Title: ASSISTANT VICE PRESIDENT

State of Delaware )  
 ) SS:  
County of New Castle )

On the 24<sup>th</sup> day of October, 2001, before me personally appeared **Charlotte Paglia** to me known, who being by me duly sworn, say that he/she is a **Senior Financial Services Officer** of GARC II 98-B Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

**KAREN STANETTE NEWSON**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires June 28, 2005**

[Notarial Seal]

My commission expires:

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of 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 (s)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 Delaware )  
 ) SS:  
County of New Castle )

On the \_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of GARC II 98-B Railcar Trust by Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)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 Massachusetts )  
 ) SS:  
County of Suffolk )

On the 17<sup>th</sup> day of July, 2001, before me personally appeared Alison Della Bella, to me known, who being by me duly sworn, says that he/she is a Assistant Vice President of 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paul A. Preziosi  
Notary Public

[Notarial Seal]

My commission expires: 11/24/2006