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OF COUNSEL
URBAN A. LESTER

November 27, 2002

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

RECORDATION NO. 21675-S FILED

NOV 27 '02

1:05 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale and Partial Release, dated May 23, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement (GARC II 98-A) which was previously filed with the Commission under Recordation Number 21675.

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

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

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

Railcars GATX 066527 and GATX 067420 are being replaced by GATX 001317 and GATX 059243.

Mr. Vernon A. Williams
November 27, 2002
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A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

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/bjg
Enclosures

RECORDATION NO. 21675-5 FILED

NOV 27 '02

1-05 PM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) 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 railcars designated as GATX 066527 and GATX 067240 (the "Units") "AS IS," "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Units), 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 Units and the obligation of the Lessee to pay rent for the Units under the Lease has terminated as of the date hereof; provided, however, that in accordance with the terms of the Lease the Lessee shall remain liable to pay when due all rent accrued with respect to the Units prior to the date hereof

State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) 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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: November 1, 2002

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

By: *C. P. [Signature]*
Title: Senior Financial Services Officer

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) 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 railcars designated as GATX 066527 and GATX 067240 (the "Units") "AS IS," "WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including, without limitation, without any representation or warranty as to the MERCHANTABILITY or FITNESS FOR A PARTICULAR PURPOSE of the Units), 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 Units and the obligation of the Lessee to pay rent for the Units under the Lease has terminated as of the date hereof; provided, however, that in accordance with the terms of the Lease the Lessee shall remain liable to pay when due all rent accrued with respect to the Units prior to the date hereof

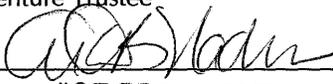
State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in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

Dated: November 1, 2002

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

By: _____
Title: _____

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Indenture Trustee

By:  _____
Title: VICE PRESIDENT

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

On the 8th day of November, 2002, 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-A 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:

SUSANNE M. GULA
NOTARY PUBLIC
My Commission Expires Nov. 21, 2003

State of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2002, 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 _____, 2002, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she is a _____ of GARC II 98-A 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.

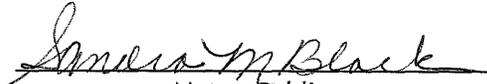
Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the 24th day of November, 2002, before me personally appeared ALISON D.B. NADEAU, to me known, who being by me duly sworn, says that he/she is a 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.


Notary Public

[Notarial Seal]

My commission expires:

Sandra M. Black
Notary Public
My Commission Expires November 10, 2006