

RECORDATION NO. 22426-6 FILED

OCT 24 '03 12:37 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 24, 2003

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 three (3) copies of Bill of Sale and Partial Release, dated October 31, 2000, 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 III 99-B) which was previously filed with the Board under Recordation Number 22426.

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

Owner Trustee/
Lessor:

GARC III 99-B Railcar Trust
c/o Wilmington Trust Company
1100 North Market
Wilmington, Delaware 19890

Indenture
Trustee:

State Street Bank and
Trust Company
225 Franklin Street
Boston, MA 02110

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

One (1) railcar – GATX 059196

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

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/anr
Enclosures

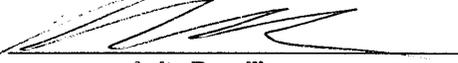
BILL OF SALE AND PARTIAL RELEASE

GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (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 059196 (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.

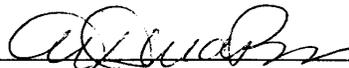
State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: October 31, 2000

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

By: 
Title: Anita Roselli
Financial Services Officer

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

By: 
Title: ASSISTANT VICE PRESIDENT

REGISTRATION NO. 22426-9 FILED

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SURFACE TRANSPORTATION BOARD

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

On the 25TH day of September, 2000³, before me personally appeared Anita Roselli to me known, who being by me duly sworn, say that he/she is a ~~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]

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2000, 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 _____, 2000, before me personally appeared Anita Roselli to me known, who being by me duly sworn, say that he/she is a ~~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

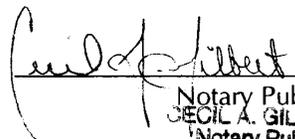
KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the 13th day of November, 2000, 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.



Notary Public
CECIL A. GILBERT
Notary Public
My Commission Expires July 12, 2002

[Notarial Seal]

My commission expires:

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: _____

10/29/03



Robert W. Alvord