



Mr. Vernon A. Williams  
March 2, 2004  
Page Two

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

One railcar GATX 066646

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/anm  
Enclosures

RECORDATION NO. 21676W FILED

MAR 02 '04

4-45 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 066646 (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.

U.S. Bank National Association, successor to 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: January 12, 2004

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

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

U.S. Bank National Association, successor to  
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 066646 (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.

U.S. Bank National Association, successor to 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: January 12, 2004

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

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

U.S. Bank National Association, successor to  
State Street Bank and Trust Company, as  
Indenture Trustee

By:   
Title: VICE PRESIDENT

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

On the 23 day of January, 2004, 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-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.

*Kimberly E. Faulhaber*  
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 \_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. National Association, successor 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 \_\_\_\_\_, 2004, 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 13 day of February, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. National Association, successor 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: