RECORDATION NO. 21675-X FILED

FEB 16 '05 2-50 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

February 16, 2005

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 two (2) copies of a Bill of Sale and Partial Release, dated January 20, 2005, 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: GARC II 98-2 Railcar Trust
by Wilmington Trust Company, not in its individual capacity but solely as Trustee
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: U. S. Bank National Association, successor to 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.

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 $32.00 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

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SURFACE TRANSPORTATION BOARD

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 railcar designated as GATX 074171 (the "Unit") "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 Unit), 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 the Unit 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 Unit prior to the date hereof

U.S. Bank National Association, as successor to 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 Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 20, 2005

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

By: _____
Title: Anita Ros[illegible]
Financial Servi[illegible]

U.S. Bank National Association, as successor to
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 railcar designated as GATX 074171 (the "Unit") "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 Unit), 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 the Unit 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 Unit prior to the date hereof

U.S. Bank National Association, as successor to 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 Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 20, 2005

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

By: _____
Title: _____

U.S. Bank National Association, as successor to
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 8 day of February, 2005, 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.

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 _____, 2005, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, as successor to 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 _____, 2005, 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 9 day of February, 2005, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, as successor to 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.

Zlatan Catic
_____
Notary Public

[Notarial Seal]

ZLATAN CATIC
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES FEBRUARY 18, 2011

My commission expires: