

RECORDATION NO. 21675-BB FILED

JAN 10 '06 11-51 AM

SURFACE TRANSPORTATION BOARD

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

January 10, 2006

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 September 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 Board 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

Mr. Vernon A. Williams  
January 10, 2006  
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A description of the railroad equipment covered by the enclosed document  
is:

Destroyed railcar GPLX 075427 is RELEASED.

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 \$33.00 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

JAN 10 '05 11-51 AM

**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 railcar designated as GPLX 075427 (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

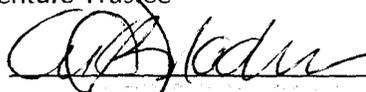
U.S. Bank National Association, as successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II Trust 98-A) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, 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: September 20, 2005

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

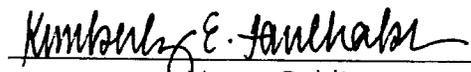
By:   
Title: Anita Roselli  
Financial Services Officer

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: \_\_\_\_\_

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

On the 4 day of October, 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 he/she 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 - State of Delaware  
My Comm. Expires April 9, 2007

My commission expires:

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 9 day of December, 2005, 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 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

[Notarial Seal]

**Rachel M. Sylvia**

My commission expires:

RACHEL M. SYLVIA  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
COMMISSION EXPIRES FEBRUARY 18, 2011