

RECORDATION NO. 21676-GG FILED  
April 10, 2012 01:00 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

April 10, 2012

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 April 2, 2012, 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-B) which was previously filed with the Board under Recordation Number 21676.

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

Owner Trustee: GARC II 98-B Railcar Trust  
by Wilmington Trust Company, not in its  
individual capacity but solely as Trustee  
1100 North Market Street  
Wilmington, DE 19890

Indenture Trustee: U. S. Bank National Association, successor to  
State Street Bank and Trust Company  
225 Franklin Street  
Boston, MA 02101

Chief  
Section of Administration  
April 10, 2012  
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A description of the railroad equipment covered by the enclosed document is:

5 railcars RELEASED: GATX 63515, 63521, 63538, 63546 and 6068.

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 \$41.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a checkmark at the end.

✓ Edward M. Luria

EML/sem  
Enclosures

BILL OF SALE AND PARTIAL RELEASE

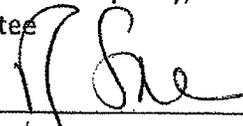
GARC II 98-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-B (the "Lessor") under an Equipment Lease Agreement (GARC II Trust 98-B) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar 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 railcars designated as GATX 063515, GATX 063521, GATX 063538, GATX 063546 and GATX 006068 (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

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-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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: April 2, 2012

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 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-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 railcars designated as GATX 063515, GATX 063521, GATX 063538, GATX 063546 and GATX 006068 (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

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-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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: April 2, 2012

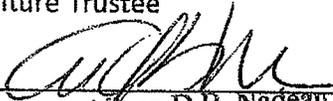
GARC II 98-B Railcar Trust

By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

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

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

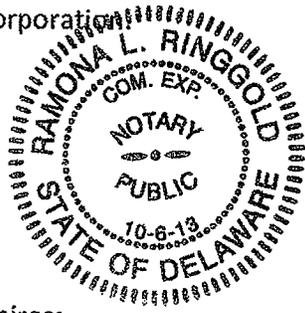
U.S. Bank National Association as successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Indenture Trustee

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

Title: Anson D.B. Nadeau

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

On the 4 day of April, 2012, before me personally appeared Jacqueline Spence to me known, who being by me duly sworn, say that (s)he 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.



[Notarial Seal]

My commission expires:

*Ramona L. Ringgold*

Notary Public

RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 10-06-2013

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2012, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he 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 \_\_\_\_\_, 2012, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that (s)he 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:

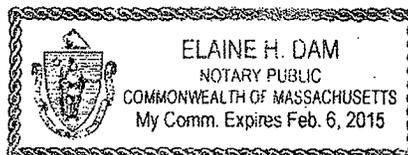
State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 3 day of April, 2012, before me personally appeared Alison D. B. Nadeau Vice President to me known, who being by me duly sworn, says that (s)he 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.

*Elaine H. Dam*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 4/10/12

Edward M Luria  
Edward M. Luria