

RECORDATION NO. 21675-QQ FILED  
April 10, 2012 01:00 PM  
SURFACE TRANSPORTATION BOARD

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

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-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-A 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:

9 railcars RELEASED: GATX 62964, 63451, 63452, 63478, 63495,  
63531, 63536, 63539 and 96308.

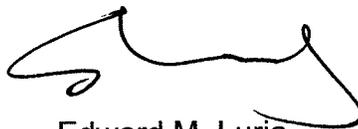
A short summary of the document to appear in the index is:

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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**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 railcars designated as GATX 062964, GATX 063451, GATX 063452, GATX 063478, GATX 063495, GATX 063531, GATX 063536, GATX 063539 and GATX 096308 (the "Units") "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 Units and the obligation of the Lessee to pay rent for the Units 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 Units 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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: April 2, 2012

GARC II 98-A Railcar Trust

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

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

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

*Financial Services Group*

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 railcars designated as GATX 062964, GATX 063451, GATX 063452, GATX 063478, GATX 063495, GATX 063531, GATX 063536, GATX 063539 and GATX 096308 (the "Units") "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 Units and the obligation of the Lessee to pay rent for the Units 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 Units 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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: April 2, 2012

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: Alison D.B. Nadeau

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

On the 4 day of April, 2012, before me personally appeared Jacqueline Salome to me known, who being by me duly sworn, say that he/she is a Financial Services 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.



Vernessa E. Robinson  
Notary Public

[Notarial Seal] VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My commission expires: My Comm. Expires Oct. 26, 2014

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 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 \_\_\_\_\_, 2012, 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 )

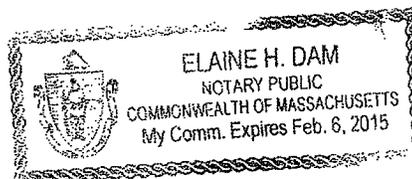
On the 3 day of April, 2012, before me personally appeared ~~Atison D B Nadeau~~ Vice President to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. Bank, National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date 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.

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

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