

RECORDATION NO. 21677-KK
FILED March 8, 2013 02:00 PM
SURFACE TRANSPORTATION BOARD

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

March 8, 2013

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 January 23, 2013, 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-C) which was previously filed with the Board under Recordation Number 21677.

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

Owner Trustee: GARC II 98-C 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
May 8, 2013
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A description of the railroad equipment covered by the enclosed document is:

10 railcars RELEASED: GATX 62703, 62725, 62731, 63455, 63460, 63469, 63470, 63477, 63480 and 63505.

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 \$42.00 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 be 'E. Luria', written over a horizontal line.

Edward M. Luria

EML/sem
Enclosures

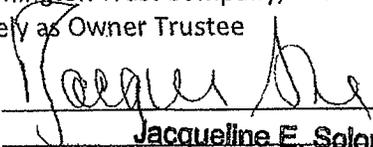
BILL OF SALE AND PARTIAL RELEASE

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) 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 062703, GATX 062725, GATX 062731, GATX 063455, GATX 063460, GATX 063469, GATX 063470, GATX 063477, GATX 063480 and GATX 063505 (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, successor to State Street Bank and Trust Company, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) 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: January 23, 2013

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

By: 
Title: Jacqueline E. Solano
Assistant Vice President

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

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) 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 062703, GATX 062725, GATX 062731, GATX 063455, GATX 063460, GATX 063469, GATX 063470, GATX 063477, GATX 063480 and GATX 063505 (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.

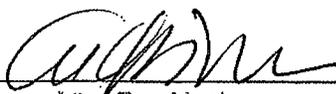
U.S. Bank National Association, successor to State Street Bank and Trust Company, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby 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: January 23, 2013

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

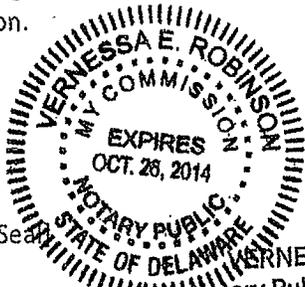
By: _____
Title: _____

U.S. Bank National Association, successor to State Street Bank and Trust Company, National Association, 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 March 2013, before me personally appeared Jacqueline E. Solone known, who being by me duly sworn, say that (s)he is a Assistant Vice President of 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 _____, 2013, 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, successor to State Street Bank and Trust Company, National Association 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 _____, 2013, before me personally appeared _____ to me known, who being by me duly sworn, say that (s)he is a _____ of 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)

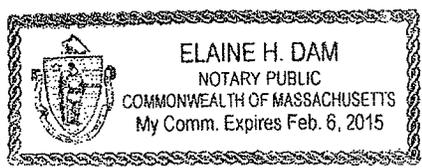
On the 7 day of March, 2013, before me personally appeared Alison D.B. Nadeau, to me known, who being by me duly sworn, says that (s)he is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company, National Association that said instrument was signed on such 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: 5/8/13

Edward M Luria
Edward M. Luria