

RECORDATION NO. 21675-SS
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-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
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A description of the railroad equipment covered by the enclosed document is:

31 railcars RELEASED within the series GATX 62719 – GATX 63549 as set forth in the document.

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

Bill of Sale and Partial Release (GARC II 98-A).

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 read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

BILL OF SALE AND PARTIAL RELEASE

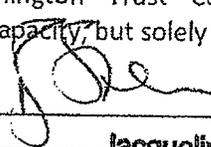
GARC II 98-A Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II Trust 98-A (the "Lessor") under that certain Equipment Lease Agreement (GARC II 98-A) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar 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 062719, GATX 062726, GATX 062727, GATX 062732, GATX 062734, GATX 062739, GATX 062797, GATX 062800, GATX 062959, GATX 062987, GATX 063004, GATX 063007, GATX 063453, GATX 063457, GATX 063472, GATX 063473, GATX 063482, GATX 063483, GATX 063486, GATX 063494, GATX 063497, GATX 063512, GATX 063517, GATX 063518, GATX 063522, GATX 063523, GATX 063529, GATX 063540, GATX 063541, GATX 063544, and GATX 063549 (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: January 23, 2013

GARC II 98-A Railcar Trust

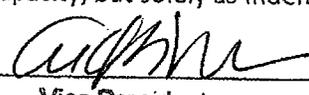
By: Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 

Title: _____

Jacqueline E. Solone
Assistant Vice President

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 20 day of Feb, 2013, before me personally appeared Jacqueline E. Solone to me known, who being by me duly sworn, say that he/she is a ~~Notary Vice President~~ 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]

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

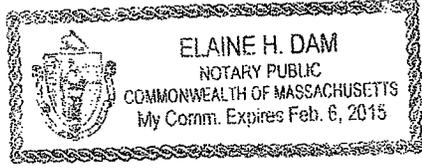
State of Massachusetts)
) SS:
County of Suffolk)

On the 7 day of March, 2013, before me personally appeared Alicon 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 (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