

RECORDATION NO. 21677-144 FILED

SEP 20 '10 -4 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

September 20, 2010

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 July 21, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents 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
c/o Wilmington Trust Company
1100 North Market
Wilmington, DE 19890

Indenture Trustee. U.S Bank National Association (successor to
State Street Bank and Trust Company)
One Federal Street, 3rd Floor
Boston, MA 02110

Chief
Section of Administration
September 20, 2010
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A description of the railroad equipment covered by the enclosed document
is:

2 railcars RELEASED: GATX 060820 and GATX 072471.

A short summary of the document to appear in the index follows

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 "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem
Enclosures

SEP 20 '10 -4 00 PM

BILL OF SALE AND PARTIAL RELEASE

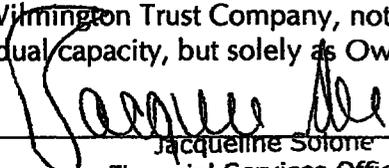
SURFACE TRANSPORTATION BOARD

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 060820 and GATX 072471 (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, 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: July 21, 2010

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

By: 
Title: Jacqueline Solone
Financial Services Officer

U.S. Bank National Association, 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-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 060820 and GATX 072471 (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, 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: July 21, 2010

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, not in its individual capacity, but solely as Indenture Trustee

By: 
Title: Vice President

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

On the 17 day of Sept, 2010, before me personally appeared ~~Jacqueline Solone~~ to me known, who being by me duly sworn, say that he/she is a ~~Financial Services Officer~~ 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 he/she 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, 2010

State of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2010, 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, 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]

My commission expires:

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

On the ___ day of _____, 2010, before me personally appeared _____ to me known, who being by me duly sworn, say that he/she 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

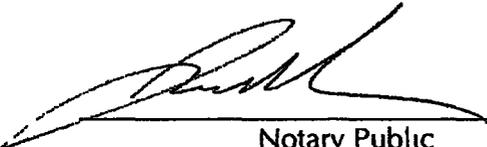
Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

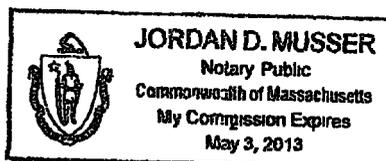
On the 7 day of September, 2010, before me personally appeared Alison D B Nadeau Vice President, to me known, who being by me duly sworn, says that he/she is a _____ of U.S. Bank National Association, successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf 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]

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

9/20/10



Robert W. Alvord