

RECORDATION NO. 21677-JJ FILED
April 10, 2012 1:00 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)

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-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
April 10, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

8 railcars RELEASED: GATX 63456, 63462, 63485, 63490, 63493, 63498, 63501 and 53437.

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 stylized flourish at the end.

/ Edward M. Luria

EML/sem
Enclosures

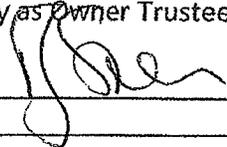
BILL OF SALE AND PARTIAL RELEASE

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 063456, GATX 063462, GATX 063485, GATX 063490, GATX 063493, GATX 063498, GATX 063501 and GATX 053437 (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: April 2, 2012

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

By: 
Title: _____
Financial Services Officer

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 063456, GATX 063462, GATX 063485, GATX 063490, GATX 063493, GATX 063498, GATX 063501 and GATX 053437 (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: April 2, 2012

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: Alison D.B. Nadeau

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

On the 4 day of April, 2012, 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.



Vernessa E. Robinson
Notary Public

[Notarial Seal]

My commission expires on _____
VERNESSA E. ROBINSON
Notary Public - State of Delaware
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 (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 _____, 2012, 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)

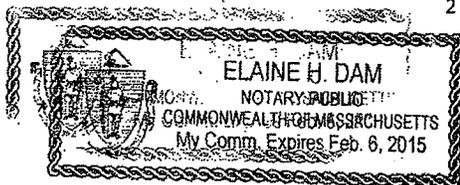
On the 3 day of April, 2012, before me personally appeared Alison D. B. Nadeau, to me known, who being by me duly sworn, says that (s)he is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company, National Association that said instrument was signed on such 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: 4/10/12

Edward M Luria
Edward M. Luria