

RECORDATION NO. 22426-GG  
FILED October 19, 2012 02:20 PM  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

October 19, 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 as of September 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 22426.

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

Lessor: GARC III 99-B Railcar Trust  
c/o Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Indenture Trustee: US Bank National Association  
(successor to State Street Bank and Trust  
Company)  
225 Franklin Street  
Boston, Massachusetts 02110

Section Chief  
October 19, 2012  
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A description of the railroad equipment covered by the enclosed document is:

2 railcars RELEASED: GATX 64411 and GATX 64007.

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,



✓ Edward M. Luria

EML/sem  
Enclosures

BILL OF SALE AND PARTIAL RELEASE

GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (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 064411 and GATX 064007 (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 III Trust 99-B) dated as of September 1, 1999 (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.

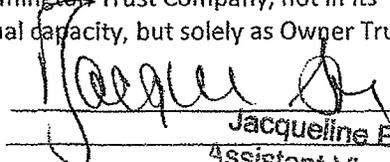
Dated: September 21, 2012

GARC III 99-B 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, 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 III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC III Trust 99-B (the "Lessor") under an Equipment Lease Agreement (GARC III Trust 99-B) dated as of September 1, 1999 (the "Lease") between the Lessor and General American Railcar Corporation III (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 064411 and GATX 064007 (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 III Trust 99-B) dated as of September 1, 1999 (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: September 21, 2012

GARC III 99-B 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 2 day of Oct, 2012, before me personally appeared F. Solone to me known, who being by me duly sworn, say that he/she is a Assistant Vice President of GARIBOLDI 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernessa E. Robinson

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



[Notarial Seal]  
My commission expires:

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, 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 \_\_\_\_\_, 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 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:

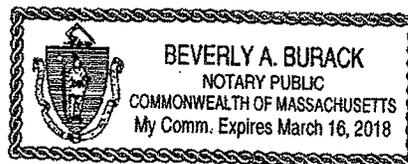
State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 25 day of September, 2012, before me personally appeared Alison 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, 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.

*Beverly A. Burack*  
\_\_\_\_\_  
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: 10/19/12

Edward M Luria  
Edward M. Luria