

RECORDATION NO. 14240-C FILED

JAN 5 '99

2-05 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

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

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

January 5, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 5 2 05 PM '99
COMMISSION
SERVICE SECTION

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of December 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Number 14240.

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

Seller: The Fifth Third Leasing Company
Fifth Third Center
Cincinnati, OH 45263

Buyer: General Electric Railcar Services Corporation
33 West Monroe Street
Chicago, IL 60603

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

thirty-five (35) railcars PGDX 101 - PGDX 135

Counterparts - check

Mr. Vernon A. Williams
January 5, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/5/99 at 2:05 PM, and
assigned recordation numbers (s): 21938, 14240-B, 14240-C, 20270-W, 20646-W,
20646-X and 21715-B.

Sincerely Yours,


Vernon A. Williams

Enclosure(s) (7)
182.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



JAN 5 '99

2-05 PM

EXHIBIT A

Bill Of Sale

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, THE FIFTH THIRD LEASING COMPANY an Ohio corporation with an address at Fifth Third Center, Cincinnati, Ohio 45263 ("Seller"), does hereby sell, assign, transfer and convey absolutely to GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a Delaware corporation with an address at 33 West Monroe Street, Chicago, Illinois 60603 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all indentures, security interests, deeds of trust, mortgages, liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever created or caused to exist by Seller other than liens permitted under the Lease (as the term Lease is defined in that certain Purchase and Sale Agreement by and between Buyer and Seller dated as of December __, 1998, (the "Agreement")), except that the Railcars are subject to the Lease.

SELLER AGREES THAT THE RAILCARS ARE ACCEPTED BY BUYER "AS-IS," WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AND AS TO THE CONDITION OF THE RAILCARS, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER HAVE ANY LIABILITY TO BUYER FOR SPECIAL, INDIRECT, OR CONSEQUENTIAL DAMAGES IN CONNECTION WITH A BRACH OF THIS BILL OF SALE.

Dated this 30th day of December, 1998.

THE FIFTH THIRD LEASING COMPANY

By: David J. DeBringerName: David J. DeBringerTitle: Vice President

STATE OF Ohio)
COUNTY OF Hamilton) SS:

On this 30th day of December, 1998, before me personally appeared DAVID J. DEBRUNNER to me personally known, who, being by me duly sworn, says that she/he is VICE PRESIDENT of The Fifth Third Leasing Company and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, she/he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

[Notarial Seal]

My commission expires:

Elaine Ellis
Notary Public

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 25, 2002

SCHEDULE 1

The Railcars

**(35) 3915 cu. ft. 1983 built pressure differential covered hopper railcars with car numbers PGDX 101
- PGDX 135**