RECORDATION NO. 7677-J FILED

SEP 29 '98 11-00AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 14097-G FILED

SEP 29 '98 11-00AM

RECORDATION NO. 17655-B FILED

SEP 29 '98 11-00AM

Counterparts

September 25, 1998

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale and Assignment, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Leases which were previously filed with the Commission under Recordation Numbers 7677-D, 7677-E and 7677-F. Please cross-index under Recordation Numbers 14097 and 17655.

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

Assignor: Wilmington Trust Company
Trustee of Sonoma Trust I
1100 North Market Street
Wilmington, Delaware 19890

Assignee: General Electric Railcar Services Corporation
33 West Monroe Street
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed document is set forth on the Schedule attached thereto.

Also enclosed is a check in the amount of $78.00 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,

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

DATE: 9/29/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 9/29/98 at 11:00AM, and assigned recordation number(s). 7677-J, 14097-G, 17655-B, 11907-C and 11908-B.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s) (5)

$ 130.00 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 Jennice M. Fort

RECORDATION NO. 7677-D FILED
SEP 29 '98 11-00AM

RECORDATION NO. 14097-G FILED
SEP 29 '98 11-00AM

RECORDATION NO. 17655-B FILED
SEP 29 '98 11-00AM

Bill Of Sale and Assignment

IN CONSIDERATION of the receipt of the sum of One Dollar ($1.00), in hand paid, and for other good and valuable consideration, SONOMA TRUST I, a Delaware business trust, with an address at c/o Wilmington Trust Company, Rodney Street North, 1100 North Market Square, Wilmington, Delaware 19890 ("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 other than the Leases described below.

Further, Seller hereby assigns to Buyer all of its interest in the following "Leases"with respect to the Railcars:

> Lease of Railroad Equipment dated as of April 1, 1983 between Seaboard System Railroad, Inc. (formerly known as Seaboard Coast Line Railroad Company) and United States Trust Company of New York, as Trustee, filed with the Interstate Commerce Commission ("ICC") under Recordation No. 7677-D;
>
> Extended Lease of Railroad Equipment dated as of March 31, 1989 between CSX Transportation, Inc. ("CSXT") and Buyer, filed with the ICC under Recordation No. 7677-E; and
>
> Refurbishment Lease dated March 31, 1989 between CSXT and Buyer, filed with the ICC under Recordation No. 7677-F (collectively, the "Leases").

Dated this 1st day of September, 1998.

SONOMA TRUST I

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

By: C Paglin

Title: Financial Services Officer

STATE OF DELAWARE)
COUNTY OF New Castle SS:

On this 8th day of Sept, 1998, before me personally appeared Charlotte Paglia to me personally known, who, being by me duly sworn, says that she/he is Financial Services Officer of WILMINGTON TRUST COMPANY, a Delaware banking corporation, and that the foregoing Bill of Sale was signed on behalf of said corporation, not individually but solely as trustee, 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.

Susanne M. Gula
Notary Public

[Notarial Seal]

SUSANNE M. GULA
NOTARY PUBLIC
My Commission Expires November 21, 1999

	Init	Number		Init	Number		Init	Number
1	CSXT	129700	301	CSXT	130046	601	CSXT	130366
2	CSXT	129701	302	CSXT	130047	602	CSXT	130367
3	CSXT	129702	303	CSXT	130048	603	CSXT	130368
4	CSXT	129703	304	CSXT	130049	604	CSXT	130369
5	CSXT	129704	305	CSXT	130052	605	CSXT	130370
6	CSXT	129705	306	CSXT	130053	606	CSXT	130371
7	CSXT	129706	307	CSXT	130054	607	CSXT	130372
8	CSXT	129707	308	CSXT	130055	608	CSXT	130373
9	CSXT	129708	309	CSXT	130056	609	CSXT	130374
10	CSXT	129710	310	CSXT	130057	610	CSXT	130375
11	CSXT	129712	311	CSXT	130058	611	CSXT	130376
12	CSXT	129713	312	CSXT	130059	612	CSXT	130377
13	CSXT	129714	313	CSXT	130060	613	CSXT	130378
14	CSXT	129715	314	CSXT	130061	614	CSXT	130379
15	CSXT	129716	315	CSXT	130062	615	CSXT	130380
16	CSXT	129718	316	CSXT	130063	616	CSXT	130381
17	CSXT	129719	317	CSXT	130065	617	CSXT	130382
18	CSXT	129720	318	CSXT	130066	618	CSXT	130383
19	CSXT	129721	319	CSXT	130067	619	CSXT	130384
20	CSXT	129722	320	CSXT	130068	620	CSXT	130385
21	CSXT	129723	321	CSXT	130071	621	CSXT	130386
22	CSXT	129724	322	CSXT	130072	622	CSXT	130387
23	CSXT	129725	323	CSXT	130073	623	CSXT	130388
24	CSXT	129726	324	CSXT	130074	624	CSXT	130389
25	CSXT	129727	325	CSXT	130075	625	CSXT	130391
26	CSXT	129728	326	CSXT	130076	626	CSXT	130392
27	CSXT	129729	327	CSXT	130077	627	CSXT	130393
28	CSXT	129730	328	CSXT	130078	628	CSXT	130394
29	CSXT	129731	329	CSXT	130079	629	CSXT	130395
30	CSXT	129732	330	CSXT	130080	630	CSXT	130396
31	CSXT	129733	331	CSXT	130081	631	CSXT	130397
32	CSXT	129734	332	CSXT	130082	632	CSXT	130398
33	CSXT	129735	333	CSXT	130083	633	CSXT	130399
34	CSXT	129736	334	CSXT	130085	634	CSXT	130400
35	CSXT	129737	335	CSXT	130086	635	CSXT	130401
36	CSXT	129738	336	CSXT	130087	636	CSXT	130402
37	CSXT	129739	337	CSXT	130088	637	CSXT	130403
38	CSXT	129740	338	CSXT	130089	638	CSXT	130404
39	CSXT	129741	339	CSXT	130090	639	CSXT	130405
40	CSXT	129742	340	CSXT	130091	640	CSXT	130406
41	CSXT	129744	341	CSXT	130092	641	CSXT	130407
42	CSXT	129745	342	CSXT	130093	642	CSXT	130408
43	CSXT	129746	343	CSXT	130094	643	CSXT	130409
44	CSXT	129747	344	CSXT	130095	644	CSXT	130410
45	CSXT	129748	345	CSXT	130096	645	CSXT	130411
46	CSXT	129749	346	CSXT	130097	646	CSXT	130412
47	CSXT	129751	347	CSXT	130098	647	CSXT	130413

48	CSXT	129752	348	CSXT	130099	648	CSXT	130414
49	CSXT	129753	349	CSXT	130100	649	CSXT	130415
50	CSXT	129755	350	CSXT	130101	650	CSXT	130417
51	CSXT	129757	351	CSXT	130102	651	CSXT	130418
52	CSXT	129760	352	CSXT	130103	652	CSXT	130419
53	CSXT	129761	353	CSXT	130104	653	CSXT	130420
54	CSXT	129763	354	CSXT	130105	654	CSXT	130421
55	CSXT	129764	355	CSXT	130106	655	CSXT	130422
56	CSXT	129765	356	CSXT	130107	656	CSXT	130423
57	CSXT	129766	357	CSXT	130108	657	CSXT	130424
58	CSXT	129767	358	CSXT	130109	658	CSXT	130425
59	CSXT	129768	359	CSXT	130110	659	CSXT	130426
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61	CSXT	129770	361	CSXT	130112	661	CSXT	130429
62	CSXT	129771	362	CSXT	130113	662	CSXT	130430
63	CSXT	129772	363	CSXT	130115	663	CSXT	130431
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65	CSXT	129774	365	CSXT	130118	665	CSXT	130433
66	CSXT	129775	366	CSXT	130119	666	CSXT	130434
67	CSXT	129777	367	CSXT	130120	667	CSXT	130435
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69	CSXT	129779	369	CSXT	130122	669	CSXT	130437
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72	CSXT	129782	372	CSXT	130125	672	CSXT	130440
73	CSXT	129784	373	CSXT	130126	673	CSXT	130441
74	CSXT	129785	374	CSXT	130127	674	CSXT	130442
75	CSXT	129786	375	CSXT	130128	675	CSXT	130443
76	CSXT	129788	376	CSXT	130129	676	CSXT	130444
77	CSXT	129789	377	CSXT	130130	677	CSXT	130445
78	CSXT	129790	378	CSXT	130131	678	CSXT	130446
79	CSXT	129792	379	CSXT	130132	679	CSXT	130448
80	CSXT	129793	380	CSXT	130133	680	CSXT	130449
81	CSXT	129794	381	CSXT	130134	681	CSXT	130451
82	CSXT	129795	382	CSXT	130135	682	CSXT	130452
83	CSXT	129796	383	CSXT	130136	683	CSXT	130453
84	CSXT	129799	384	CSXT	130137	684	CSXT	130454
85	CSXT	129800	385	CSXT	130138	685	CSXT	130455
86	CSXT	129801	386	CSXT	130139	686	CSXT	130456
87	CSXT	129802	387	CSXT	130140	687	CSXT	130457
88	CSXT	129803	388	CSXT	130141	688	CSXT	130458
89	CSXT	129804	389	CSXT	130142	689	CSXT	130459
90	CSXT	129806	390	CSXT	130143	690	CSXT	130460
91	CSXT	129807	391	CSXT	130144	691	CSXT	130461
92	CSXT	129808	392	CSXT	130145	692	CSXT	130463
93	CSXT	129809	393	CSXT	130146	693	CSXT	130464
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96	CSXT	129812	396	CSXT	130149	696	CSXT	130467
97	CSXT	129813	397	CSXT	130150	697	CSXT	130468
98	CSXT	129814	398	CSXT	130151	698	CSXT	130469

99	CSXT	129815	399	CSXT	130152	699	CSXT	130470
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101	CSXT	129817	401	CSXT	130154	701	CSXT	130473
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106	CSXT	129822	406	CSXT	130159	706	CSXT	130479
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116	CSXT	129834	416	CSXT	130170	716	CSXT	130490
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126	CSXT	129845	426	CSXT	130180	726	CSXT	130502
127	CSXT	129846	427	CSXT	130181	727	CSXT	130505
128	CSXT	129847	428	CSXT	130182	728	CSXT	130507
129	CSXT	129848	429	CSXT	130183	729	CSXT	130508
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136	CSXT	129855	436	CSXT	130191	736	CSXT	130515
137	CSXT	129856	437	CSXT	130192	737	CSXT	130516
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140	CSXT	129859	440	CSXT	130195	740	CSXT	130520
141	CSXT	129861	441	CSXT	130196	741	CSXT	130521
142	CSXT	129862	442	CSXT	130197	742	CSXT	130522
143	CSXT	129864	443	CSXT	130198	743	CSXT	130523
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146	CSXT	129867	446	CSXT	130201	746	CSXT	130526
147	CSXT	129868	447	CSXT	130202	747	CSXT	130527
148	CSXT	129869	448	CSXT	130203	748	CSXT	130528
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153	CSXT	129874	453	CSXT	130208	753	CSXT	130533
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155	CSXT	129876	455	CSXT	130210	755	CSXT	130535
156	CSXT	129878	456	CSXT	130211	756	CSXT	130536
157	CSXT	129879	457	CSXT	130212	757	CSXT	130537
158	CSXT	129880	458	CSXT	130214	758	CSXT	130538
159	CSXT	129881	459	CSXT	130215	759	CSXT	130539
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161	CSXT	129883	461	CSXT	130218	761	CSXT	130541
162	CSXT	129884	462	CSXT	130219	762	CSXT	130542
163	CSXT	129885	463	CSXT	130220	763	CSXT	130543
164	CSXT	129886	464	CSXT	130221	764	CSXT	130544
165	CSXT	129887	465	CSXT	130222	765	CSXT	130545
166	CSXT	129889	466	CSXT	130223	766	CSXT	130547
167	CSXT	129891	467	CSXT	130224	767	CSXT	130548
168	CSXT	129892	468	CSXT	130225	768	CSXT	130549
169	CSXT	129893	469	CSXT	130226	769	CSXT	130550
170	CSXT	129894	470	CSXT	130228	770	CSXT	130551
171	CSXT	129895	471	CSXT	130229	771	CSXT	130552
172	CSXT	129896	472	CSXT	130230	772	CSXT	130553
173	CSXT	129897	473	CSXT	130231	773	CSXT	130554
174	CSXT	129898	474	CSXT	130232	774	CSXT	130555
175	CSXT	129899	475	CSXT	130233	775	CSXT	130556
176	CSXT	129900	476	CSXT	130234	776	CSXT	130557
177	CSXT	129901	477	CSXT	130235	777	CSXT	130559
178	CSXT	129903	478	CSXT	130236	778	CSXT	130562
179	CSXT	129905	479	CSXT	130237	779	CSXT	130564
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181	CSXT	129908	481	CSXT	130240	781	CSXT	130567
182	CSXT	129909	482	CSXT	130241	782	CSXT	130568
183	CSXT	129912	483	CSXT	130242	783	CSXT	130569
184	CSXT	129913	484	CSXT	130243	784	CSXT	130570
185	CSXT	129914	485	CSXT	130244	785	CSXT	130571
186	CSXT	129915	486	CSXT	130246	786	CSXT	130572
187	CSXT	129916	487	CSXT	130247	787	CSXT	130573
188	CSXT	129917	488	CSXT	130248	788	CSXT	130574
189	CSXT	129918	489	CSXT	130249	789	CSXT	130575
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195	CSXT	129925	495	CSXT	130255	795	CSXT	130581
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204	CSXT	129938	504	CSXT	130264	804	CSXT	130592
205	CSXT	129939	505	CSXT	130265	805	CSXT	130593
206	CSXT	129941	506	CSXT	130266	806	CSXT	130594
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208	CSXT	129943	508	CSXT	130268	808	CSXT	130597
209	CSXT	129944	509	CSXT	130269	809	CSXT	130598
210	CSXT	129945	510	CSXT	130270	810	CSXT	130599
211	CSXT	129947	511	CSXT	130271	811	CSXT	130600
212	CSXT	129948	512	CSXT	130272	812	CSXT	130601
213	CSXT	129950	513	CSXT	130273	813	CSXT	130602
214	CSXT	129951	514	CSXT	130274	814	CSXT	130603
215	CSXT	129952	515	CSXT	130275	815	CSXT	130604
216	CSXT	129953	516	CSXT	130276	816	CSXT	130605
217	CSXT	129954	517	CSXT	130277	817	CSXT	130606
218	CSXT	129955	518	CSXT	130278	818	CSXT	130607
219	CSXT	129956	519	CSXT	130279	819	CSXT	130608
220	CSXT	129957	520	CSXT	130280	820	CSXT	130609
221	CSXT	129958	521	CSXT	130281	821	CSXT	130610
222	CSXT	129960	522	CSXT	130282	822	CSXT	130611
223	CSXT	129961	523	CSXT	130283	823	CSXT	130612
224	CSXT	129962	524	CSXT	130284	824	CSXT	130613
225	CSXT	129963	525	CSXT	130285	825	CSXT	130614
226	CSXT	129964	526	CSXT	130286	826	CSXT	130615
227	CSXT	129965	527	CSXT	130287	827	CSXT	130616
228	CSXT	129966	528	CSXT	130288	828	CSXT	130618
229	CSXT	129967	529	CSXT	130290	829	CSXT	130619
230	CSXT	129968	530	CSXT	130291	830	CSXT	130620
231	CSXT	129969	531	CSXT	130292	831	CSXT	130621
232	CSXT	129970	532	CSXT	130293	832	CSXT	130622
233	CSXT	129971	533	CSXT	130294	833	CSXT	130623
234	CSXT	129972	534	CSXT	130295	834	CSXT	130624
235	CSXT	129973	535	CSXT	130296	835	CSXT	130625
236	CSXT	129974	536	CSXT	130297	836	CSXT	130626
237	CSXT	129975	537	CSXT	130298	837	CSXT	130628
238	CSXT	129976	538	CSXT	130299	838	CSXT	130629
239	CSXT	129978	539	CSXT	130300	839	CSXT	130630
240	CSXT	129979	540	CSXT	130301	840	CSXT	130631
241	CSXT	129980	541	CSXT	130302	841	CSXT	130633
242	CSXT	129981	542	CSXT	130303	842	CSXT	130634
243	CSXT	129982	543	CSXT	130304	843	CSXT	130635
244	CSXT	129983	544	CSXT	130305	844	CSXT	130636
245	CSXT	129984	545	CSXT	130306	845	CSXT	130637
246	CSXT	129985	546	CSXT	130307	846	CSXT	130638
247	CSXT	129986	547	CSXT	130308	847	CSXT	130639
248	CSXT	129987	548	CSXT	130309	848	CSXT	130640
249	CSXT	129988	549	CSXT	130310	849	CSXT	130641
250	CSXT	129990	550	CSXT	130311	850	CSXT	130643
251	CSXT	129991	551	CSXT	130312	851	CSXT	130644

252	CSXT	129992	552	CSXT	130313	852	CSXT	130645
253	CSXT	129993	553	CSXT	130314	853	CSXT	130646
254	CSXT	129994	554	CSXT	130315	854	CSXT	130647
255	CSXT	129995	555	CSXT	130316	855	CSXT	130649
256	CSXT	129996	556	CSXT	130317	856	CSXT	130651
257	CSXT	129997	557	CSXT	130318	857	CSXT	130652
258	CSXT	129998	558	CSXT	130319	858	CSXT	130653
259	CSXT	129999	559.	CSXT	130320	859	CSXT	130654
260	CSXT	130000	560	CSXT	130321	860	CSXT	130655
261	CSXT	130001	561	CSXT	130322	861	CSXT	130656
262	CSXT	130002	562	CSXT	130323	862	CSXT	130657
263	CSXT	130003	563	CSXT	130324	863	CSXT	130659
264	CSXT	130004	564	CSXT	130325	864	CSXT	130660
265	CSXT	130005	565	CSXT	130326	865	CSXT	130661
266	CSXT	130006	566	CSXT	130327	866	CSXT	130662
267	CSXT	130007	567	CSXT	130329	867	CSXT	130663
268	CSXT	130008	568	CSXT	130330	868	CSXT	130664
269	CSXT	130009	569	CSXT	130331	869	CSXT	130665
270	CSXT	130011	570	CSXT	130332	870	CSXT	130666
271	CSXT	130012	571	CSXT	130333	871	CSXT	130667
272	CSXT	130013	572	CSXT	130334	872	CSXT	130668
273	CSXT	130014	573	CSXT	130335	873	CSXT	130669
274	CSXT	130015	574	CSXT	130336	874	CSXT	130671
275	CSXT	130017	575	CSXT	130337	875	CSXT	130672
276	CSXT	130018	576	CSXT	130338	876	CSXT	130674
277	CSXT	130019	577	CSXT	130339	877	CSXT	130675
278	CSXT	130020	578	CSXT	130340	878	CSXT	130676
279	CSXT	130021	579	CSXT	130341	879	CSXT	130677
280	CSXT	130022	580	CSXT	130344	880	CSXT	130678
281	CSXT	130024	581	CSXT	130345	881	CSXT	130679
282	CSXT	130025	582	CSXT	130346	882	CSXT	130680
283	CSXT	130026	583	CSXT	130347	883	CSXT	130682
284	CSXT	130027	584	CSXT	130348	884	CSXT	130683
285	CSXT	130028	585	CSXT	130350	885	CSXT	130684
286	CSXT	130029	586	CSXT	130351	886	CSXT	130685
287	CSXT	130030	587	CSXT	130352	887	CSXT	130686
288	CSXT	130031	588	CSXT	130353	888	CSXT	130687
289	CSXT	130032	589	CSXT	130354	889	CSXT	130688
290	CSXT	130033	590	CSXT	130355	890	CSXT	130689
291	CSXT	130034	591	CSXT	130356	891	CSXT	130690
292	CSXT	130035	592	CSXT	130357	892	CSXT	130691
293	CSXT	130037	593	CSXT	130358	893	CSXT	130692
294	CSXT	130038	594	CSXT	130359	894	CSXT	130694
295	CSXT	130039	595	CSXT	130360	895	CSXT	130695
296	CSXT	130040	596	CSXT	130361	896	CSXT	130696
297	CSXT	130041	597	CSXT	130362	897	CSXT	130697
298	CSXT	130043	598	CSXT	130363	898	CSXT	130698
299	CSXT	130044	599	CSXT	130364	899	CSXT	130699
300	CSXT	130045	600	CSXT	130365			