

# Southern Pacific Transportation Company

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RECORDATION NO. 14229-B FILED 1983  
FFB 17 1984 - 10 25 AM  
THORMUND A. MILLER  
PRESIDENT AND GENERAL COUNSEL  
INTERSTATE COMMERCE COMMISSION  
February 16, 1984

4-048-162

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Mr. James H. Bayne  
Acting Secretary  
Interstate Commerce Commission  
12th Street and Constitution  
Avenue, N.W.  
Washington, D.C. 20423

No.

Date FEB 17 1984  
Fee \$ 10.00  
ICC Washington, D.C.

FEB 17 10 16 AM '84  
FEE OPERATION BR.

RE: Master Leasing Agreement, dated as of  
December 1, 1983, between BLC Corporation,  
Lessor, and Southern Pacific Transportation  
Company, Lessee

Dear Mr. Bayne:

There are enclosed the original and two (2) fully executed counterparts of Bill of Sale dated February 7, 1984, executed by BLC Corporation, Seller, which pertain to certain locomotives that had been included in the above-entitled Master Leasing Agreement, dated as of December 1, 1983, between BLC Corporation, Lessor, and Southern Pacific Transportation Company, Lessee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Bill of Sale dated December 20, 1983, executed by Southern Pacific Transportation Company, recorded on December 23, 1983, at 12:50 PM, assigned Recordation No. 14229; and

Master Leasing Agreement, dated as of December 1, 1983, between BLC Corporation, Lessor, and Southern Pacific Transportation Company, Lessee, recorded on December 23, 1983, at 12:50 PM, assigned Recordation No. 14229-A.

The equipment covered by this Bill of Sale consists of:

2 railroad locomotive units lettered SP and numbered 8921 and 8963.

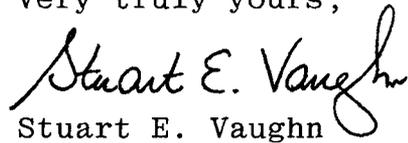
*Copy to report - Cheryl B. Lured*

Mr. James H. Bayne  
Page Two  
February 16, 1984

Also enclosed is Southern Pacific Transportation Company's voucher in the amount of \$10, representing the required recording fee.

When the recording of the Bill of Sale has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return the remainder of the same to her.

Very truly yours,

  
Stuart E. Vaughn

Enclosures

cc: Mr. D. A. Smith  
(Attn: Mr. L. S. Vollmer)  
Mr. William D. Sewall, BLC Corp.

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Stuart E. Vaughn  
Southern Pacific Transp. Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

FEBRUARY 17, 1984

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/17/84** at **10:25AM** and assigned recordation number(s) **14229-B**.

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30  
(7/79)

RECORDATION NO. 14229-B Filed 1225

FFB 17 1984 - 10 25 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS;

That BLC Corporation, a Utah corporation (hereinafter called "Seller"), in consideration of the sum of Seventy Thousand and no/100ths dollars (\$70,000.00), the receipt whereof is hereby acknowledged, in hand paid by Southern Pacific Transportation Company (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever, all of its right, title and interest in the following described equipment:

Railroad Locomotives Units SP 8963 and SP 8921

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be affixed this 7th day of February, 1984.

BLC CORPORATION, Seller

By *William R. Silver*  
Executive Vice President

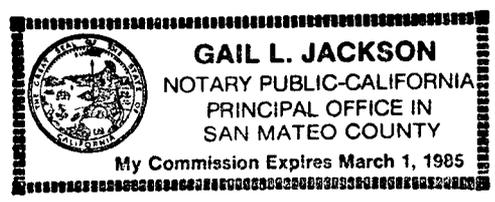
Form Approved  
WDS  
Counsel

A C K N O W L E D G E M E N T

STATE OF CALIFORNIA )  
COUNTY OF SAN MATEO ) SS:

BEFORE ME, on this day personally appeared William R. Silver, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL this 7th day of February, 1984.



*Gail L. Jackson*  
Notary Public

My Commission Expires: March 1, 1985