



RECORDATION NO. 14229-F Filed 1425

JUN 5 1985 - 12 15 PM

INTERSTATE COMMERCE COMMISSION EXECUTIVE OFFICES

BLC CORPORATION

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403

No. 5 156A081

Date JUN 05 1985

Fee \$ 40.00

ICC Washington, D.C.

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RECORDATION NO. 14229-C AREA CODE 415 FILED 1425 573-1200

June 3, 1985 JUN 5 1985 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 14229-D Filed 1425

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INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

Please find enclosed for recording, pursuant to the provisions of Title 49 United States Code, Section 11303, the following documents:

- 1) Three fully executed and acknowledged original copies of Rider No. 1 to the Master Leasing Agreement, dated as of December 1, 1983, by and between BLC Corporation and Southern Pacific Transportation Company; and
2) One original and two certified copies of a Bill of Sale, dated April 15, 1985, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7537; and
3) One original and two certified copies of a Bill of Sale, dated April 15, 1985, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7538; and
4) One original and two certified copies of a Bill of Sale, dated April 23, 1985, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7539.

In connection with recording of the above referenced documents please note the following information:

- 1) Name and address of Purchaser/Lessor: BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2) Name and address of Seller/Lessee: Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, California 94105.
3) General description of equipment covered by Documents: Three rebuilt General Motors Corporation, Electro Motive Division, Model SD-45 six axel, 3600 horsepower locomotives. The locomotives shall bear the following unit numbers after reconstruction:

SP Unit No.

7537 - 7539

Handwritten signature/initials on the left margin.

Vertical stamp: ICC OFFICE OF THE SECRETARY JUN 5 12 09 PM '85 MOTOR OPERATING UNIT

Mr. James H. Bayne
June 3, 1985
Page Two

One hundred, 52'6" plain gondolas (AAR mechanical designation G314) bearing the following unit numbers:

SP Unit No.

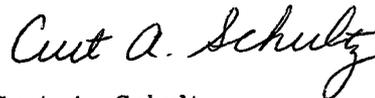
7101 - 7200

4) Previous filings with the Interstate Commerce Commission covering the Equipment: Master Leasing Agreement dated as of December 1, 1983, by and between BLC Corporation and Southern Pacific Transportation Company filed on December 23, 1983, Recordation Number 14229.

Our representative will provide a check payable to the Interstate Commerce Commission to cover the filing fees for these documents.

When the recording of these documents has been completed, please endorse, with the relevant recording information, the original and certified copies which are provided to you by our representative and return the endorsed copies to her.

Very truly yours,



Curt A. Schultz
Attorney

CAS/lf
Enclosure

cc: William D. Sewall

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Southern Pacific Transportation Company (hereinafter referred to as "Seller"), with its mailing address at One Market Plaza, San Francisco, California 94105, for good and valuable consideration, the receipt of which is hereby acknowledged by Seller, hereby grants, bargains, sells, conveys, transfers and sets over unto BLC Corporation ("Buyer"), its successors and assigns, all of Seller's rights, title and interest in and to the equipment referred to in Schedule A attached hereto (the "Equipment").

Seller hereby warrants and represents to Buyer and its successors and assigns that Seller has good legal title to, and good and lawful right to sell the Equipment; and that the Equipment is free and clear of any and all claims, liens, security interests and other encumbrances of any kind or nature whatsoever. Seller covenants that it will defend, indemnify and hold harmless Buyer's title to the Equipment against the demands of all persons and will indemnify and hold harmless Buyer and its successors and assigns from and against any and all losses, damages and expenses, including reasonable attorneys' fees incurred by it, resulting from or relating to the breach by Seller of any representations or warranties contained herein. Seller further warrants and represents that such Equipment has been reconditioned in conformance with Mechanical Department Project Instructions Project No. 02780/72780.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be duly executed in its name by its duly authorized officer this 15 day of April, 1985.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By [Signature]
Title Vice President - Purchasing

STATE OF Oregon)
COUNTY OF Multnomah) SS:

On this 15th day of April, 1985, before me personally appeared [Signature], to me personally known, who, being by me duly sworn, says that he is vice-president of Southern Pacific Transportation Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires: Jan. 2, 1986

SCHEDULE A

Equipment Description

[Car numbers, AAR designation, etc.]

SD-45-2 Locomotive
3600 H.P. Unit Number SP 7537
Cost \$752,000

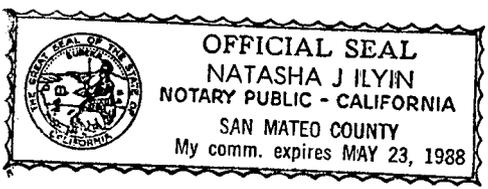
CERTIFICATE

JUN 5 1985 12 15 PM

INTERSTATE COMMERCE COMMISSION

I hereby certify that each of the two copies of the Bill of Sale, dated as of April 15, 1985, by and between BLC Corporation, as Purchaser, and Southern Pacific Transportation Company, as Seller, relating to SP Unit No. 7537 are true and correct in all respects as the original.

Curt A. Schultz
Curt A. Schultz



Subscribed and sworn to before me this 3rd day of June, 1985.

Natasha J. Ilyin
Notary Public

My commission expires:
May 23, 88