



BLC CORPORATION

2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403-2573

EXECUTIVE OFFICES

RECORDATION NO. 14229-G, H, I, J, K, L, M, N
AUG 7 1986 - 12 32 PM
INTERSTATE COMMERCE COMMISSION

AREA CODE 415
573-1200

August 6, 1986

6-219A014

No. _____

Date AUG 7 1986

Fee \$ 80.00

ICC Washington, D.C.

100 OF 100 OF
THE STORE COPY
AUG 7 12 32 PM '86
MOTOR OPERATING UNIT

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

Dear Mr. Bayne:

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

- 1) Two fully executed and acknowledged original copies of Rider No. 3 to the Master Leasing Agreement, dated as of December 1, 1983, by and between BLC Corporation and Southern Pacific Transportation Company; and
- 2) Two certified copies of a Bill of Sale, dated March 14, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7561;
- 3) Two certified copies of a Bill of Sale, dated March 16, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7562;
- 4) Two certified copies of a Bill of Sale, dated March 16, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7563;
- 5) Two certified copies of a Bill of Sale, dated March 14, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7564;
- 6) Two certified copies of a Bill of Sale, dated March 20, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7565;
- 7) Two certified copies of a Bill of Sale, dated March 31, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7566; and

FAR
Copies of parts

Mr. James H. Bayne
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- 8) Two certified copies of a Bill of Sale, dated July 18, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 6770.

In connection with the 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) Nature of documents: The documents listed above are all secondary documents related to the primary document described in paragraph 5 below.
- 4) General description of equipment covered by Documents: Six 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.

7561 - 7566

Twenty-six 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.

6767 - 6792

One hundred fifty enclosed Bi-Level Superstructures with W&K End Doors. The Superstructures shall bear the following unit numbers:

SP Unit No.

80971 - 81120

- 5) 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 for \$80 payable to the Interstate Commerce Commission to cover the filing fees for these secondary documents.

Mr. James H. Bayne

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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/lb

cc: William D. Sewall

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mr. Curt A. Schultz-Attorney
BLC CORPORATION
2655 Campus Drive
Ste. 200
San Mateo, California 944032573

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 8-7-86 at 12:35 P.M., and assigned re-
recording number (s). 14229-G, H, I, J, K, L, M, N 2120-F, 3038-F2622-F
15021-a and B

Sincerely yours,

Norata L. McGehee
Secretary

Enclosure(s)

AUG 7 1986 -12 35 PM

RIDER NO. 3

INTERSTATE COMMERCE COMMISSION

This Rider, dated as of July 1, 1986, amending the Master Leasing Agreement dated as of December 1, 1983, as amended (the "Lease"), by and between BLC Corporation ("Lessor") and Southern Pacific Transportation Company ("Lessee").

In consideration of the mutual covenants hereinafter contained, Lessor and Lessee hereby agree as follows:

1. Section 1(a) of the Lease is hereby deleted in its entirety and the following language is inserted therefor:

"Equipment' means the following types of property owned or to be owned by the Lessor and leased by the Lessor to the Lessee or ordered by the Lessor for lease to the Lessee as provided herein:

- (i) Rehabilitated railroad locomotives as further described in Schedules A, C, E and F;
- (ii) New or used gondolas as further described in Schedule D;
- (iii) Maintenance of way equipment;
- (iv) Telephone and communications equipment;
- (v) Enclosed bi-level superstructures as further described in Schedule G; and
- (vi) Such other equipment as may be agreed upon by Lessor and Lessee."

2. The last sentence of the first paragraph of Section 1(f) of the Lease is hereby deleted in its entirety and the following is inserted therefor:

"Monthly Amortization Figure' for any equipment listed in Schedules C, D, E, F or G hereto, or for maintenance of way equipment or telephone and communications equipment, for each full month during the lease of such Equipment is an amount equal to the Acquisition Cost of the Equipment divided by the number of months in the following schedule:

<u>Type of Equipment</u>	<u>Number of Months</u>
Maintenance of Way Equipment	72
Telephone and Communications Equipment	72
Equipment listed in Schedules C, D and E	120
Equipment listed in Schedule F	108
Equipment listed in Schedule G	180"

3. The term "\$25,000,000" contained in the first sentence of Section 2 of the Lease is hereby deleted and the phrase "\$45,000,000" is inserted therefore.

4. This Rider is effective as of July 1, 1986.

5. Except as hereinabove set forth, all the terms and conditions of the Lease, as previously amended by Riders Nos. 1 and 2, shall remain in full force and effect.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Rider No. 3 to be executed by their duly authorized and appointed officers as of the day and year first above written.

Attest:

BLC CORPORATION, Lessor

By

Cill O'Seal
Secretary

By

Bernard Sedman
President

Attest:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY, Lessee

By

A. J. [unclear]
Title ASSISTANT SECRETARY

By

J. L. [unclear]
Title Vice President - Finance

Form Approved

CAS

Counsel

SCHEDULE E

Equipment Description

Six (6) rebuilt General Motors Corporation, Electro-Motive Division Model SD-45, 6 axel, 3600 horsepower locomotives. The locomotives shall bear the following numbers after reconstruction:

SP Unit Number

7561
7562
7563
7564
7565
7566

SCHEDULE F

Equipment Description

Twenty-six (26) rebuilt General Motors Corporation, Electro-Motive Division Model SD-45, 6 axle, 3600 horsepower locomotives. The locomotives shall bear the following numbers after reconstruction:

SP Unit Number

6767 - 6792

SCHEDULE G

Equipment Description

One hundred and fifty (150) enclosed bi-level superstructures with W&K end doors. The superstructures shall bear the following numbers:

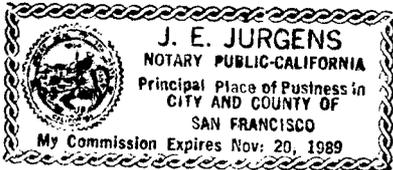
SP Unit Number

80971 - 81120

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

STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN FRANCISCO)

On this 15th day of JULY, 1986, before me personally appeared E. L. JOHNSON, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT & FINANCE of Southern Pacific Transportation Company, that said 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.



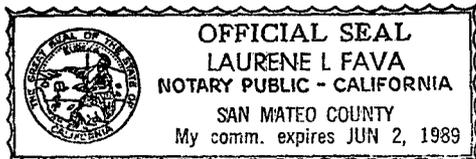
J. E. Jurgens

Notary Public

My Commission Expires: 11-20-89

STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN MATEO)

On this 24th day of JULY, 1986, before me personally appeared Bernard Goldman, to me personally known, who, being by me duly sworn, says that he is president of BLC Corporation, that said 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.



Laurene L. Fava

Notary Public

My Commission Expires: June 2, 1989