BLC CORPORATION

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

EXECUTIVE OFFICES

AREA CODE 415
573-1200

RECORDATION NO. 14229-G, H, I, J, K, L, M, X, N Filed 1425

AUG 7 1986 -12 32 PM

INTERSTATE COMMERCE COMMISSION

August 6, 1986

6-219A014

No.

Date AUG 7 1986

Fee $ 80.00

ICC Washington, D.C.

ICC OFFICE OF THE SECRETARY
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

Counterparts

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.

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

Curt A. Schultz
Attorney

CAS/lb

cc: William D. Sewall

RECORDATION NO. 14224-5 Filed 1425

CERTIFICATE AUG 7 1986 -12 55 PM

INTERSTATE COMMERCE COMMISSION

I hereby certify that the attached copies of the Bills of Sale, dated March 16, 1986, from Southern Pacific Transportation Company, as Seller, to BLC Corporation, as Purchaser, relating to SP Unit No. 7563 are true and correct in all respects as the original.

Curt A. Schultz
Assistant Secretary

Subscribed and sworn to before me
this 6th day of August, 1986.

Laurene L Fava
Notary Public

OFFICIAL SEAL
LAURENE L FAVA
NOTARY PUBLIC - CALIFORNIA
SAN MATEO COUNTY
My comm. expires JUN 2, 1989

My commission expires:
June 2, 1989

.1040

RECORDATION NO. 14229-5 Filed 1425

AUG 7 1986 -12 35 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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 succesors 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. 25501.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be duly executed in its name by its duly authorized officer this 16th day of March, 1986.

SOUTHERN PACIFIC TRANSPORATION COMPANY

By E. L. Johnson

Title Vice President - Finance

STATE OF California)
) SS:
COUNTY OF San Francisco)

On this 16th day of March, 1986 before me personally appeared Mr. 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 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.

Notary Public

My Commission Expires: 11-20-89

J. E. JURGENS
NOTARY PUBLIC-CALIFORNIA
Principal Place of Business in
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires Nov. 20, 1989

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SCHEDULE A

Equipment Description

(Car numbers, AAR designation, etc)

One (1) SD-45-2 Diesel Electric Locomotive

3600 H.P. Unit Number:

SP 7563

Total Cost: $753,200.00