

14239



14239-A
DEC 23 1983 12 52 PM
INTERSTATE COMMERCE COMMISSION

DEC 23 1983 12 52 PM

BLC CORPORATION
INTERSTATE COMMERCE COMMISSION
2655 CAMPUS DRIVE, SUITE 200, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

December 22, 1983

AREA CODE 415
573-1200

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

No. 3-357A047
Date ... DEC 23 1983
Fee \$... 100.00
ICC Washington, D. C.

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and two counterparts (or two certified copies) of the following documents:

1. Bill of Sale (a primary document), dated December 20, 1983, from Southern Pacific Transportation Company, as seller, to BLC Corporation, as purchaser; and
2. Master Leasing Agreement (a primary document), dated as of December 1, 1983, between BLC Corporation, as lessor, and Southern Pacific Transportation Company, as lessee.

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, One Market Plaza, San Francisco, California 94105;
3. General description of equipment covered by Documents:

Twelve used General Motors, Electro-Motive Division Model SD-45 Locomotives

Marked: Southern Pacific

Symbols and numbers:

SP	8807	SP	9076
SP	8825	SP	9078
SP	8862	SP	9106
SP	8921	SP	9122
SP	8928	SP	9131
SP	8963	SP	9136

RECEIVED
DEC 23 12 41 PM '83
I.C.C.
FEE OPERATION BR.

Frank Amaglio
copy - part -

James H. Bayne
December 22, 1983
Page Two

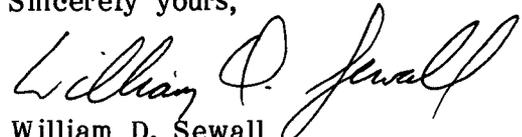
I am also enclosing a check in the amount of \$100 made out to the Interstate Commerce Commission as the filing fee for these documents.

A short summary of the documents to appear in the index follows:

- 1) Bill of Sale, dated December 20, 1983, from Southern Pacific Transportation Company, One Market Plaza, San Francisco, California 94105, as seller, to BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403, as purchaser and covering twelve used General Motors, Electro-Motive Division, Model SD-45 locomotives; and
- 2) Master Leasing Agreement, dated as of December 1, 1983, between BLC Corporation, 2655 Campus Drive, Suite 200, San Francisco, California 94403, as lessor, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, California 94105, as lessee and covering twelve used General Motors, Electro-Motive Division, Model SD-45 locomotives.

When the recording of the Bill of Sale and Master Leasing Agreement have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts (or certified copies) thereof which are presented to you by our representative herewith, and return the remainder of same to her.

Sincerely yours,


William D. Sewall
Attorney

WDS/nji
Enclosure

cc: George Wailes
L. S. Vollmer
Southern Pacific Transportation Company

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

William D. Sewall, Atty.
BLC Corporation
2655 Campus Drive
Suite 300
San Mateo, California 94403

December 23, 1983

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 12/23/83 at 12:50PM and assigned re-
recording number (s) 14229, & 14229-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

DEC 23 1983 - 12 50 PM

BILL OF SALE

STATE 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 Four Hundred Twenty Thousand and no/100ths Dollars (\$420,000.00) and other 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") "as is" with all faults.

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.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be duly executed in its name by its duly authorized officer this 20th day of December, 1983.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

BY DA Smith
Title Vice President and Treasurer

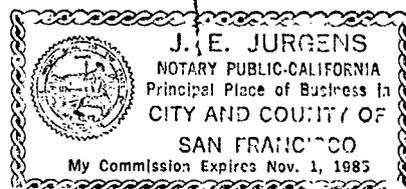
STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN FRANCISCO)

On this 20th day of December, 1983, before me personally appeared DA Smith, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer 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.

J. E. Jurgens
Notary Public

My Commission Expires:

.3X.1



SCHEDULE A
To
Bill of Sale
Equipment Description

Twelve used General Motors Corporation, Electro-Motive Division Model SD-45, 6 axel, 3600 horsepower locomotives. Upon completion of reconstruction the locomotives will be rated at 3200 horsepower. The locomotives shall bear the following unit numbers before and after reconstruction:

<u>SP Unit Number</u>	
<u>Old</u>	<u>New</u>
9076	7489
9078	7490
9106	7491
9122	7492
9131	7493
9136	7494
8825	7495
8862	7496
8807	7497
8928	7498
8963	7499
8921	7500