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June 29, 1994

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RECORDATION NO. 18506-D FILED 1425
JUN 29 1994 -2 25 PM
INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and three certified copies of each of the three documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a Bill of Sale, a secondary document, dated June 29, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-D and 18636-H.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9800.

II. The second document is a Bill of Sale, a secondary document, dated June 29, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-E and 18636-I.

Bill of Sale

counterparts

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9801.

III. The third document is a Bill of Sale, a secondary document, dated June 29, 1994. The primary documents to which this is connected are recorded under Recordation Nos. 18506 and 18636. We request that this document be recorded under Recordation Nos. 18506-F and 18636-J.

The name and address of the party to Bill of Sale is:

Seller:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

A description of the equipment covered by the Bill of Sale consists of one SD70M 4,000 HP locomotive numbered SP 9806.

A fee of $108.00 is enclosed. Please return the original and one certified copy of each document to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9800; (2) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9801; and (3) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9806.

Very Truly Yours,

Louis E. Gitomer

Enclosure

GENERAL MOTORS CORPORATION

ELECTRO-MOTIVE DIVISION

Bill of Sale

GENERAL MOTORS CORPORATION (Electro-Motive Division), a corporation of the State of Delaware (the "Manufacturer") for the sum of One Dollar ($1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1993-1), dated as of December 15, 1993, between Shawmut and PMCC Leasing Corporation the following equipment manufactured at and shipped from London, Ontario, Canada; said equipment being described as follows:

NO. OF UNITS	DESCRIPTION	ROAD NUMBERS
1	SD70M Diesel Electric Locomotives	9800

The Manufacturer hereby warrants that the Manufacturer is the sole owner of the Units; that the Units are new, and that title thereto, hereby vested in the Owner Trustee is free from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever.

IN WITNESS WHEREOF, General Motors Corporation (Electro-Motive Division) has caused this instrument to be executed on its behalf by a Vice President of General Motors Corporation and the General Manager of its Electro-Motive Division and attested by an Assistant Secretary, who are thereunto duly authorized, this 29 day of June, 1994.

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION
LaGrange, Illinois

By _____
Vice President, General Motors Corporation
General Manager, Electro-Motive Division

Attest: _____
Assistant Secretary

RECORDATION NO. 18506-D FILED 1425
JUN 29 1994 -2 25 PM
INTERSTATE COMMERCE COMMISSION

C.Shawmut3.SP

BALL, JANIK & NOVACK

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated June 29, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
June 29, 1994