GENERAL MOTORS CORPORATION

ELECTRO-MOTIVE DIVISION

Bill of Sale

RECORDATION NO. 18506-I FILED 1425

JUL 28 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

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 Locomotive	9805

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 28 day of July, 1994.

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION
LaGrange, Illinois

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

Attest: _____
Assistant Secretary

C:Shawmut3.SP

BALL, JANIK & NOVACK

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated July 28, 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
July 28, 1994