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September 29, 1994

RECORDATION NO. 18506 - EE+FF  
FILED 1425  
SEP 29 1994 - 12 20 PM  
INTERSTATE COMMERCE COMMISSION

Direct Dial: (202)466-6532

Honorable Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

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

I. The first document is an Amended and Restated Trust Indenture and Security Agreement (SPT 1994-C), a secondary document, dated as of September 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18636. We request that this document be recorded under Recordation No. 18636-KK.

The names and addresses of the parties to the Amended and Restated Trust Indenture and Security Agreement (SPT 1994-C) are:

Owner Trustee:

Shawmut Bank Connecticut, National Association  
777 Main Street, MSN 238  
Hartford, CT 06115

Indenture Trustee:

The First National Bank of Boston  
Blue Hills Office Park  
150 Royall Street  
Canton, MA 02021

*Carnton parts*

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A description of the equipment covered by the Amended and Restated Trust Indenture and Security Agreement (SPT 1994-C) consists of 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

II. The second document is a First Amendment to Lease Agreement (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C), a secondary document, dated as of September 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18636. We request that this document be recorded under Recordation No. 18636-LL.

The names and addresses of the parties to the First Amendment to Lease Agreement (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C) are:

Lessor:

Shawmut Bank Connecticut, National Association  
777 Main Street, MSN 238  
Hartford, CT 06115

Lessee:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by the First Amendment to Lease Agreement (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C) consists of 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

III. The third document is Trust Indenture Supplement (SPT 1994-C) No. 1, a secondary document, dated as of September 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18636. We request that this document be recorded under Recordation No. 18636-MM.

The name and address of the party to the Trust Indenture Supplement (SPT 1994-C) No. 1 is:

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Owner Trustee:

Shawmut Bank Connecticut, National Association  
777 Main Street, MSN 238  
Hartford, CT 06115

A description of the equipment covered by the Trust Indenture Supplement (SPT 1994-C) No. 1 consists of 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

IV. The fourth document is Lease Supplement No. 2 (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C), a secondary document, dated September 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18636. We request that this document be recorded under Recordation No. 18636-NN.

The names and addresses of the parties to Lease Supplement No. 2 (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C) are:

Lessor:

Shawmut Bank Connecticut, National Association  
777 Main Street, MSN 238  
Hartford, CT 06115

Lessee:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by the First Amendment to Lease Agreement (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C) consists of 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

V. The fifth document is a MK Rail Corporation Bill of Sale, a secondary document, dated as of September 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-~~DD~~ and 18636-OO.

EE

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

Seller:

MK Rail Corporation  
4600 Apple Street  
Boise, ID 83705

A description of the equipment covered by the MK Rail Corporation Bill of Sale consists of 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

VI. The sixth document is a Southern Pacific Transportation Company Bill of Sale, a secondary document, dated as of September 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-~~EE~~ and 18636-PP.  
FF

The name and address of the party to the Southern Pacific Transportation Company Bill of Sale is:

Seller:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by the Southern Pacific Transportation Company Bill of Sale consists of 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

A fee of \$144.00 is enclosed. Please return one original of each document to:

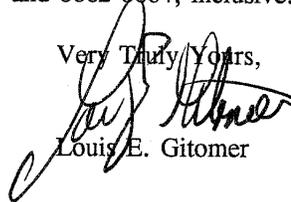
Louis E. Gitomer  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

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A short summary of the documents to appear in the index follows: (1) an Amended and Restated Trust Indenture and Security Agreement (SPT 1994-C) between Shawmut Bank Connecticut, National Association, 777 Main Street, MSN 238, Hartford, CT 06115, and The First National Bank of Boston, Blue Hills Office Park, 150 Royall Street, Canton, MA 02021; (2) the First Amendment to Lease Agreement (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C) between Shawmut Bank Connecticut, National Association, 777 Main Street, MSN 238, Hartford, CT 06115, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; (3) the Trust Indenture Supplement (SPT 1994-C) No. 1 by Shawmut Bank Connecticut, National Association, 777 Main Street, MSN 238, Hartford, CT 06115; (4) the Lease Supplement No. 2 (SPTC Trust No. 1994-2)(Redesignated SPT 1994-C) between Shawmut Bank Connecticut, National Association, 777 Main Street, MSN 238, Hartford, CT 06115, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; (5) the MK Rail Corporation Bill of Sale by MK Rail Corporation, 4600 Apple Street, Boise, ID 83705; and (6) the Southern Pacific Transportation Company Bill of Sale by Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, all covering 46 SD40M-2 Locomotives numbered SP 8579-8583, inclusive; 8591-8607, inclusive; 8639-8660, inclusive; and 8662-8664, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MK RAIL CORPORATION

RECORDATION NO.

18506-EE  
FILED 1425

BILL OF SALE

SEP 29 1994 - 12 20 AM

INTERSTATE COMMERCE COMMISSION

MK RAIL CORPORATION (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. 1994-2), dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation (Shawmut, in such capacity, the "Buyer"), the equipment more particularly described on the attached Schedule 1, which schedule is incorporated herein by this reference.

The Manufacturer hereby warrants to the Buyer, its successors and assigns, that the Manufacturer is the sole owner of the Units; that the Units are newly remanufactured, and that title thereto, hereby vested in the Buyer, is free and clear from any and all security interests, liens, encumbrances, leases, or claims or rights of others of any kind whatsoever, and the Manufacturer agrees with the Buyer, and its successors and assigns, that the Manufacturer will warrant and defend such title forever against all claims and demands arising by, through or under the Manufacturer.

IN WITNESS WHEREOF, MK Rail Corporation has caused this instrument to be executed on its behalf by a Senior Vice President of MK Rail Corporation and attested by an Assistant Secretary of MK Rail Corporation who are thereunto duly authorized, this 29 day of September, 1994.

MK RAIL CORPORATION

By: [Signature]  
Title: Senior Vice President

Attest: [Signature]  
Title: Assistant Secretary

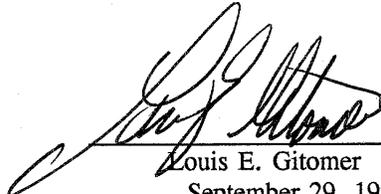
SCHEDULE 1

UNITS

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
46	Remanufactured SD40M-2 Locomotives	SP8579-SP8583, inclusive; SP8591-SP8607, inclusive; SP8639-SP8660, inclusive; SP8662 and SP8664

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated as of September 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.



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Louis E. Gitomer  
September 29, 1994