

SOUTHERN PACIFIC TRANSPORTATION COMPANY

BILL OF SALE

RECORDATION NO. 18506-FF FILED 1495

SEP 29 1994 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("SP"), 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 (a) 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) [redesignated SPT 1994-C], dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation, as amended by the First Amendment, dated as of June 29, 1994, and as amended by the Second Amendment, dated as of September 29, 1994 (Shawmut, in such capacity, the "Buyer"), 46 Remanufactured SD40M-2 Locomotives bearing road numbers SP8579 through SP8583 (inclusive), SP8591 through SP8607 (inclusive), SP8639 through SP8660 (inclusive), SP8662 and SP8664 (collectively, the "Units"), and (b) quitclaim, transfer, convey and release unto the Buyer, all right, title and interest of SP in and to the Units.

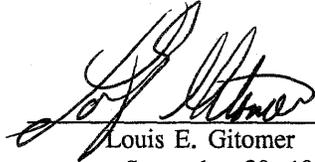
IN WITNESS WHEREOF, Southern Pacific Transportation Company has caused this instrument to be executed on its behalf by a Treasurer of Southern Pacific Transportation Company who is thereunto duly authorized, this day of September, 1994.

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By *Lynn Duckon*
Title: Treasurer

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.



Louis E. Gitomer
September 29, 1994