

BALL, JANIK & NOVACK  
ATTORNEYS AT LAW  
1101 PENNSYLVANIA AVE. N.W., SUITE 1035  
WASHINGTON, D. C. 20004  
TELEPHONE (202) 638-3307  
TELECOPY (202) 783-6947

101 S.W. MAIN ST., SUITE 1100  
PORTLAND, OREGON 97204 3274  
TELEPHONE (503) 228-2525  
TELECOPY (503) 295-1058

August 30, 1994

RECORDATION NO. 18636-X, Y, Z, AA, BB  
FILED 4-25  
AUG 30 1994 - 11 30 AM CC, DD, EE  
INTERSTATE COMMERCE COMMISSION FF, GG, HH, II, JJ

Direct Dial: (202)466-6532

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

Dear Secretary Williams:

I have enclosed the original and three certified copies of each of the 13 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 August 30, 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-R and 18636-X.

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 9802.

II. The second document is a Bill of Sale, a secondary document, dated August 30, 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-S and 18636-Y.

Honorable Vernon A. Williams  
August 29, 1994  
Page 2

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 9813.

III. The third document is a Bill of Sale, a secondary document, dated August 30, 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-T and 18636-Z.

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 9814.

IV. The fourth document is a Bill of Sale, a secondary document, dated August 30, 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-U and 18636-AA.

Honorable Vernon A. Williams  
August 29, 1994  
Page 3

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 9815.

V. The fifth document is a Bill of Sale, a secondary document, dated August 30, 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-V and 18636-BB.

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 9816.

VI. The sixth document is a Bill of Sale, a secondary document, dated August 30, 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-W and 18636-CC.

Honorable Vernon A. Williams  
August 29, 1994  
Page 4

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 9817.

VII. The seventh document is a Bill of Sale, a secondary document, dated August 30, 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-X and 18636-DD.

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 9818.

VIII. The eighth document is a Bill of Sale, a secondary document, dated August 30, 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-Y and 18636-EE.

Honorable Vernon A. Williams  
August 29, 1994  
Page 5

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 9819.

IX. The ninth document is a Bill of Sale, a secondary document, dated August 30, 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-Z and 18636-FF.

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 9820.

X. The tenth document is a Bill of Sale, a secondary document, dated August 30, 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-AA and 18636-GG.

BALL, JANIK & NOVACK

Honorable Vernon A. Williams  
August 29, 1994  
Page 6

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 9821.

XI. The eleventh document is a Bill of Sale, a secondary document, dated August 30, 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-BB and 18636-HH.

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 9822.

XII. The Twelvth document is a Bill of Sale, a secondary document, dated August 30, 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-CC and 18636-II.

BALL, JANIK & NOVACK

Honorable Vernon A. Williams  
August 29, 1994  
Page 7

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 9823.

XIII. The thirteenth document is a Bill of Sale, a secondary document, dated August 30, 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-JJ.

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 9824.

A fee of \$468.00 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

BALL, JANIK & NOVACK

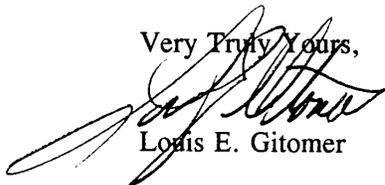
Honorable Vernon A. Williams

August 29, 1994

Page 8

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 9802; (2) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9813; (3) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9814; (4) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9815; (5) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9816; (6) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9817; (7) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9818; (8) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9819; (9) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9820; (10) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9821; (11) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9822; (12) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9823; and (13) a Bill of Sale by General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, covering one SD70M 4,000 HP locomotive numbered SP 9824.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosure

GENERAL MOTORS CORPORATION

ELECTRO-MOTIVE DIVISION

*Bill of Sale*

RECORDATION NO. 18636-X FILED 1425

AUG 30 1994 -11 30 AM

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:

<u>NO. OF UNITS</u>	<u>DESCRIPTION</u>	<u>ROAD NUMBERS</u>
1	SD70M Diesel Electric Locomotives	9802

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 authorize this 30 day of August, 1994.

GENERAL MOTORS CORPORATION  
ELECTRO-MOTIVE DIVISION  
LaGrange, Illinois

By J. J. Daniel  
Vice President, General Motors Corporation  
General Manager, Electro-Motive Division

Attest: [Signature]  
Assistant Secretary

BALL, JANIK & NOVACK

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated August 30, 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  
August 30, 1994