

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:

<u>NO. OF UNITS</u>	<u>DESCRIPTION</u>	<u>ROAD NUMBERS</u>
1	SD70M Diesel Electric Locomotive	9824

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 30 day of August, 1994.

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION
LaGrange, Illinois

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

Attest: *[Signature]*

Assistant Secretary

RECORDED IN 18636-JJ

AUG 30 1994 - 11 30 AM

INTERSTATE COMMERCIAL RECORDS

OFFICE OF THE SECRETARY

FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
18636 \$18	12/30/93 1:50pm	Southern Pacific Transportation Co.	Equipment Lease Agreem.Dtd.12/15/93
18636A \$18	"	Louis E. Gitomer Taylor Morell & Gitomer 919 18th St N.W. Suite 210 Washington, D.C. 20006	Trust Indenture & Security Agreement Dtd. 12/15/93
18636B \$18	"	"	Lease Supplement #1 Dtd 12/30/93
18636C \$18	"	"	Trust Indenture Supplement #1 Dtd 12/30/93
18636D \$18	"	"	Lease Supplement #2 Dtd.2/4/94
18636E \$18	"	"	Trust Indenture Supple. #2 Dtd 2/4/94
18636F \$18	6/29/94 2:25PM	"	LEASE SUPPLEMENT NO 3 DTD. 6/29/94.
18636-G \$18	6/29/94 2:25PM	"	TRUST INDENTURE SUPPLEMENT NO. 3 dtd. 6/29/94.
18636-H \$18	6/29/94 2:25PM	"	BILL OF SALE DTD. 6/29/94.

SE-60 (6/80)

Continue on next page

18636-I continue

OFFICE OF THE SECRETARY

FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
18636-I \$18	6/29/94 2:25PM	SOUTHERN PACIFIC TRANSPORTATION CO.	BILL OF SALE DTD. 6/29/94.
18636-J \$18	6/29/94 2:25PM	LOUIS E. GITOMER TAYLOR MORELL & GITOMER 919 18th ST., NW SUITE 210 WASHINGTON DC 20006	BILL OF SALE DTD. 6/29/94.
18636-K \$18	7/28/94 12:30PM	" "	LEASE SUPPLEMENT NO. DTD. 7/28/94.
18636-L \$18	7/28/94 12:30PM	" "	TRUST INDENTURE SUPPL MENT NO. 4 DTD. 7/28/94.
18636-M \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-N \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-O \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-P \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD . 7/28/94.
18636-Q \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-R \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-S \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-T \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.
18636-U \$18	7/28/94 3:05PM	" "	BILL OF SALE DTD. 7/28/94.

18636-V CONTINUE

OFFICE OF THE SECRETARY

FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
		SOUTHERN PACIFIC TRANSPORTATION CO.	
18636-V \$18	8/30/94 11:30AM	LOUIS E. GITOMER BALL, JANIK & NOVACK 1101 PA AVE NW SUITE 1035 WASHINGTON DC 20004	LEASE SUPPLEMENT NO. DTD. 8/30/94.
18636-W \$18	8/30/94 11:30AM	" "	TRUST INDENTURE SUPPL. MENT NO. 5 DTD. 8/30/94.
18636-X \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-Y \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. DTD 8/30/94.
18636-Z \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. DTD 8/30/94.
18636-AA \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-BB \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-CC \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-DD \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-EE \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94
18636-FF \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-GG \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.
18636-HH \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD. 8/30/94.

18636-II CONTINUE

OFFICE OF THE SECRETARY

FIRST RECORD SHEET FOR RECORDATIONS

NUMBER	DATE AND TIME	ITEM	DOCUMENT RECORDED
		SOUTHERN PACIFIC TRANSPORTATION COMPANY	
18636-II \$18	8/30/94 11:30AM	LOUIS E. GITOMER BALL, JANIK & NOVACK 1101 PA AVE NW SUITE 1035 WASHINGTON DC 20004	BILL OF SALE DTD. 8/30/94.
18636-JJ \$18	8/30/94 11:30AM	" "	BILL OF SALE DTD.
✓ 18636-KK \$18	9/29/94 12:20PM	E	" Amended And Restated Trust Indenture and Security Agreement (SPT 1994-C) dtd. 9/29/94.
✓ 18636-LL \$18	9/29/94 12:20PM	"	" First Amendment to Lease Agreement (SPT Trust No. 1994-2) (Redesignated SPT 1994-C), dtd. 9/29/94.
18636-MM \$18	9/29/94 12:20PM	"	" Trust Indenture Supplement (SPT 1994-C) No. 1, dtd. 9/29/94.
✓ 18636-NN \$18	9/29/94 12:20PM	"	" Lease Supplement No. 2 (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C) dtd. 9/29/94.
✓ 18636-OO \$18	9/29/94 12:20PM	"	" MK Rail Corporation Bill Of Sale. dtd. 9/29/94.
✓ 18636-PP \$18	9/29/94 12:20PM	"	" Southern Pacific Transportation Company Bill of Sale dtd. 9/29/94.
18636-QQ \$21	2/16/96 11:25AM	Robert L. Reynolds Fleet National Bank of Connecticut 777 Main Street Hartford, CT., 06115	Notice of Name Change to Fleet National Bank of Connecticut. dtd. 12/1/95.
18636-RR \$21	8/21/96 12:35PM	"	" Notice of Name Change From Fleet National Bank of Connecticut to Fleet National Bank. effective. 4/1/96.

RECORDATION NO. 18859-L, M, N, O, P FILED

MAY 6 '98 11-56AM

*copy of
18636
File*

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
Fax (202) 393-2156

OF COUNSEL
URBAN A. LESTER

ELIAS G. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

MAY 6 11 56 AM '98
RECEIVED
SURFACE TRANSPORTATION BOARD

C. Quarterparts - G. S.

May 6, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

The following documents have been filed under the wrong Recordation Number and should be cross-indexed under the correct Recordation Number:

1. Amended and Restated Trust Indenture and Security Agreement (SPT 1994-C) filed under Recordation Number 18636-KK; please cross-index under Recordation Number 18859-L.
2. First Amendment to Lease Agreement (SPTC 1994-C) filed under Recordation Number 18636-LL; please cross-index under Recordation Number 18859-M.
3. Trust Indenture Supplement (SPT 1994-C) No. 1, filed under Recordation Number 18636-MM; please cross-index under Recordation Number 18859-N.
4. Lease Supplement No. 2 (SPT 1994-C), filed under Recordation Number 18636-NN; please cross-index under Recordation Number 18859-O.
5. Bill of Sale, filed under Recordation Number 18363-OO; please cross-index under Recordation Number 18859-P.
6. Bill of Sale, filed under Recordation Number 18636-PP; please cross-index under Recordation Number 18859-Q.

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