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May 9, 1995

Louis E. Gitomer  
Direct Dial: (202)466-6532

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

Dear Secretary Williams:

I have enclosed two originals of the four documents described below, all to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a **Memorandum of Lease Agreement (SPT 1995-C)**, a primary document, dated as of April 28, 1995. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement (SPT 1995-C) are:

Lessor:

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

Lessee:

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

A description of the equipment covered by the Memorandum of Lease Agreement consists of 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

II. The second document is a **Trust Indenture and Security Agreement (SPT 1995-C)**, a secondary document, dated as of April 28, 1995. We request that this document be

*Quarter parts - given to H&J*

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Honorable Vernon A. Williams  
May 9, 1995  
Page 2

recorded under the "A" suffix of the Recordation Number for the Memorandum of Lease Agreement (SPT 1995-C).

The names and addresses of the parties to the Trust Indenture and Security Agreement (SPT 1995-C) are:

Owner Trustee:

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

Indenture Trustee:

The First National Bank of Boston  
150 Royall Street  
Canton, MA 02021

A description of the equipment covered by the Trust Indenture and Security Agreement (SPT 1995-C) consists of 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

III. The third document is a **Lease Supplement (SPT 1995-C) No. 1**, a secondary document, dated May 9, 1995. We request that this document be recorded under the "B" suffix of the Recordation Number for the Memorandum of Lease Agreement (SPT 1995-C).

The names and addresses of the parties to Lease Supplement (SPT 1995-C) No. 1 are:

Lessor:

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

Lessee:

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

Honorable Vernon A. Williams  
May 9, 1995  
Page 3

A description of the equipment covered by the Lease Supplement (SPT 1995-C) No. 1 consists of 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

IV. The fourth document is a Trust Indenture Supplement (SPT 1995-C) No. 1, a secondary document, dated as of May 9, 1995. We request that this document be recorded under the "C" suffix of the Recordation Number for the Memorandum of Lease Agreement (SPT 1995-C).

The name and address of the party to Trust Indenture Supplement (SPT 1995-C) No. 1 is:

Owner Trustee:

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

A description of the equipment covered by Trust Indenture Supplement (SPT 1995-C) No. 1 consists of 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

A fee of \$84.00 is enclosed. Please return one original of each of the documents to:

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

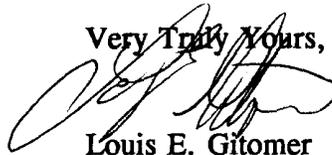
A short summary of the documents to appear in the index follows: (1) a Memorandum of Lease Agreement (SPT 1995-C) between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; (2) a Trust Indenture and Security Agreement (SPT 1995-C) between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, and The First National Bank of Boston, 150 Royall Street, Canton, MA 02021; (3) Lease Supplement (SPT 1995-C) No. 1 between Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT

BALL, JANIK & NOVACK

Honorable Vernon A. Williams  
May 9, 1995  
Page 4

06115, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (4) Trust Indenture Supplement (SPT 1995-C) No. 1 of Shawmut Bank Connecticut, National Association, 777 Main Street, Hartford, CT 06115, all covering 17 SD40M-2 locomotives numbered SP 8618-8626, inclusive, and SP 8689-8696, inclusive.

Very Truly Yours,

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

Louis E. Gitomer

Enclosures

19402

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MEMORANDUM OF LEASE AGREEMENT  
(SPT 1995-C)

Dated as of April 28, 1995

between

SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
as Lessee,

and

SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION,  
not in its individual capacity  
except as otherwise expressly provided herein  
but solely as Owner Trustee,  
as Lessor

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FILED WITH THE INTERSTATE COMMERCE COMMISSION  
PURSUANT TO 49 U.S.C. § 11303  
on May \_\_, 1995 at \_\_\_\_\_.M.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 28, 1995 by and between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, a national banking association ("Shawmut"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, dated as of April 28, 1995, between PMCC Leasing Corporation, a Delaware corporation, and Shawmut ("Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, up to 17 remanufactured SD40M-2 locomotives bearing road numbers SP8618 through SP8626, inclusive, and SP8689 through SP8696, inclusive, described in the Lease (as defined below) and in the Lease Supplements (as defined in the Lease) to be executed and delivered by Lessor and Lessee from time to time, all pursuant to that certain Equipment Lease Agreement (SPT 1995-C), dated as of April 28, 1995 (the "Lease"), between Lessor and Lessee;
2. The Lease shall be effective as of the Closing Date (as defined in the Lease) and shall be subject to the Lease Term (as defined in the Lease).

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Lease Agreement to be delivered in New York, New York by their respective officers on the day and year first above written.

LESSOR:

SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION,  
not in its individual capacity  
except as otherwise expressly  
provided but solely as Owner  
Trustee



By: \_\_\_\_\_  
Name: Alan B. Coffey  
Title: Assistant Vice President

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Lease Agreement to be delivered in New York, New York by their respective officers on the day and year first above written.

LESSOR:

SHAWMUT BANK CONNECTICUT, NATIONAL  
ASSOCIATION,  
not in its individual capacity  
except as otherwise expressly  
provided but solely as Owner  
Trustee

By: \_\_\_\_\_  
Name: Alan B. Coffey  
Title: Assistant Vice President

LESSEE:

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By:   
Name: Lynn Ducken  
Title: Treasurer

STATE OF CONNECTICUT )  
 ) SS  
COUNTY OF HARTFORD )

On this 5 of May 1995, before me personally appeared Alan B. Coffey, to me personally known, who being by me duly sworn, said that he is Assistant Vice President of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

  
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires:

**DAWN P. HEINTZ**  
**NOTARY PUBLIC**  
**MY COMMISSION EXPIRES MAY 31, 1997**

STATE OF CALIFORNIA )  
 ) SS  
COUNTY OF SAN FRANCISCO )

On May \_\_, 1995, before me, Lenona Rusconi, Notary Public, personally appeared LYNN DUCKEN, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

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STATE OF CONNECTICUT        )  
  )   SS  
COUNTY OF HARTFORD        )

On this \_\_\_\_\_ of May 1995, before me personally appeared Alan B. Coffey, to me personally known, who being by me duly sworn, said that he is Assistant Vice President of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said national banking association on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF CALIFORNIA        )  
  )   SS  
COUNTY OF SAN FRANCISCO    )

On May 5, 1995, before me, Lenona Rusconi, Notary Public, personally appeared LYNN DUCKEN, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Lenona Rusconi

