

# Taylor, Morell & Gitomer

April 21, 1993

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3-111A017

RECORDATION NO. 17977-E FILED 1425

APR 21 1993 2:20 PM

INTERSTATE COMMERCE COMMISSION

APR 21 2 24 PM '93  
RECORDATION DIVISION

Honorable Sidney L. Strickland  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and a certified copy of a document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a secondary document, dated April 21, 1993. The primary document to which it is connected is recorded under Recordation No. 17977. We request that this document be recorded under Recordation No. 17977-E.

The names and addresses of the parties to the Bill of Sale are as follows:

*Cross-index under these parties*

Seller:

General Motors Corporation, Electro-Motive Division  
9301 West 55th Street  
La Grange, IL 60525

Buyer:

U.S. Trust Company of California, N.A., as Owner Trustee  
555 Flower Street  
Los Angeles, CA 90071

A description of the equipment covered by the documents consists of 20 SD45-2 diesel electric locomotives numbered SP 7400, 9194, 9245, 9254, 9273, 9294, 9300, 9308, 9328, 9337, 9345, 9347, 9359, 9362, 9373, 9385, 9392, 9395, 9400, and 9401.

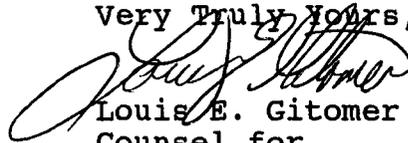
A fee of \$16.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

*Completed by J. E. Gitomer*

A short summary of the document to appear in the index follows: a Bill of Sale between, General Motors Corporation, Electro-Motive Division, 9301 West 55th Street, La Grange, IL 60525, and U.S. Trust Company of California, N.A., as Owner Trustee, 555 Flower Street, Los Angeles, CA 90071, covering 20 SD45-2 diesel electric locomotives numbered SP 7400, 9194, 9245, 9254, 9273, 9294, 9300, 9308, 9328, 9337, 9345, 9347, 9359, 9362, 9373, 9385, 9392, 9395, 9400, and 9401.

Very Truly Yours,



Louis E. Gitomer  
Counsel for  
Southern Pacific  
Transportation Company

GENERAL MOTORS CORPORATION

RECORDATION NO 17977E FILED 1425

ELECTRO-MOTIVE DIVISION APR 1 1993 2:20 PM

Bill of Sale

INTERSTATE COMMERCE COMMISSION No. \_\_\_\_\_

GENERAL MOTORS CORPORATION, a corporation of the State of Delaware (Electro-Motive Division), 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, has bargained, sold, assigned, transferred and set over and, by these presents, does hereby sell, assign, transfer and set over unto U.S. Trust Company of California, N.A., (as Owner Trustee under the Trust Agreement dated as of March 31, 1993) the following equipment ~~new~~ rebuilt and shipped from ~~Paducah, Kentucky~~ Paducah, Kentucky as follows.

Twenty (20) SD45-2 Diesel Electric Locomotives bearing road numbers:

- 7400, 9194, 9245, 9254, 9273, 9294, 9300, 9308, 9328, 9337, 9345, 9347, 9359, 9362, 9373, 9385, 9392, 9395, 9400, & 9401 (all except 7400 are -T2 models)

General Motors Corporation (Electro-Motive Division) hereby warrants that it is the sole owner of said equipment; that said equipment is ~~new~~ rebuilt, and that title thereto, hereby vested in said U.S. Trust Company of California, N.A., (as Owner Trustee under the Trust Agreement dated as of March 31, 1993) is free from any and all liens, encumbrances or adverse claims whatsoever.

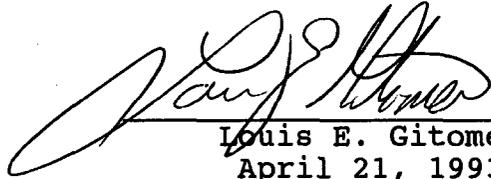
IN WITNESS WHEREOF, General Motors Corporation (Electro-Motive Division) has caused this instrument to be executed on its behalf by a Vice President of General Motors Corporation and the General Manager of its Electro-Motive Division and attested by an Asst. Secretary, who are thereunto duly authorized, this 21<sup>st</sup> day of April, 1993.

GENERAL MOTORS CORPORATION ELECTRO-MOTIVE DIVISION LaGrange, Illinois By: [Signature] Vice President, General Motors Corporation General Manager, Electro-Motive Division

Attest: [Signature] ASSISTANT SECRETARY Title

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated April 21, 1993, 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.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
April 21, 1993