

Taylor, Morell & Gitomer

May 24, 1993

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

Direct Dial: (202) 466-6532

3-144A034

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

RECORDATION NO. 17977-*L* FILED 1425

MAY 24 1993 2-30 PM

MAY 24 2 25 PM '93
MOTOR OPERATING UNIT

Dear Secretary Strickland:

INTERSTATE COMMERCE COMMISSION

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 May 24, 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-L.

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

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 eight SD45 diesel electric locomotives numbered SP 7486, 9243, 9282, 9330, 9333, 9375, 9391, and 9402.

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

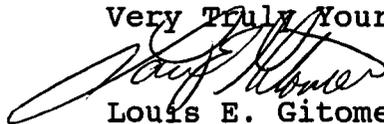
Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

C. A. [unclear]
Quinn S. Helgen

Honorable Sidney L. Strickland, Jr.
May 24, 1993
Page 2

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 eight SD45 diesel electric locomotives numbered SP 7486, 9243, 9282, 9330, 9333, 9375, 9391, and 9402.

Very Truly Yours,



Louis E. Gitomer
Counsel for
Southern Pacific
Transportation Company

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated May 24, 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.



Louis E. Gitomer
May 24, 1993