

# THE COMMONWEALTH PLAN, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415  
573-1200

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

February 19, 1988

FEB 26 1988 10-45 AM

RECORDATION NO.

6532-K  
Filed 1425

FEB 26 1988 10-45 AM

RECORDATION NO.

6532-K  
Filed 1425

2-26-88

30.00

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Mrs. Mildred Lee, Room 2303

Re: Railroad Equipment Leasing Agreement between The Commonwealth Plan, Inc., Lessor, and Evergreen Freight Car Corporation, Lessee, dated February 17, 1972, and Assignment dated February 23, 1972 to The First National Bank of Boston

Gentlemen:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

1. Two fully executed and acknowledged original copies of Bill of Sale, dated as of March 31, 1987 from The Commonwealth Plan, Inc., as Seller to Southern Pacific Transportation Company as Buyer; and
2. Two fully executed and acknowledged original copies of Bill of Sale, dated as of June 30, 1987 from The Commonwealth Plan, Inc., as Seller to Southern Pacific Transportation Company as Buyer.

In connection with the recording of the above referenced documents, please note the following information:

1. Name and address of Seller: The Commonwealth Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Buyer: Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, California 94105.
3. General description of equipment covered by Documents: Insulated railroad boxcars bearing the unit numbers listed on Schedule A to each Bill of Sale.
4. Previous filings with the Interstate Commerce Commission covering the Equipment:

BILL OF SALE

FEB 26 1988 10-45 AM

RECORDATION NO. 6532-K Filed 1425

Date: March 31, 1987

KNOW ALL MEN BY THESE PRESENTS:

That The Commonwealth Plan, Inc., a Massachusetts corporation (hereinafter called "Seller"), in consideration of the sum of Seven Hundred Thirty Thousand Eight Hundred and 00/100 Dollars (\$730,800.00) the receipt whereof is hereby acknowledged in hand paid by Southern Pacific Transportation Company (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an "as is, where is" basis, without warranties of any kind whatsoever (except for warranty of title as hereinafter provided), all of its right, title and interest in the equipment described on Schedule A attached hereto (hereinafter called "Equipment"). TO HAVE AND TO HOLD the said Equipment unto the Buyer, its successors and assigns forever.

Seller warrants that such Equipment will be free and clear of all liens and encumbrances incurred by or against Seller.

The Buyer agrees and acknowledges that THE ACCEPTANCE OF THIS BILL OF SALE BY THE BUYER SHALL CONSTITUTE THE BUYER'S ACKNOWLEDGEMENT AND AGREEMENT THAT THE BUYER HAS FULLY INSPECTED SUCH EQUIPMENT, THAT THE EQUIPMENT IS OF THE MANUFACTURE, DESIGN, SPECIFICATIONS AND CAPACITY SELECTED BY THE BUYER, THAT THE BUYER IS SATISFIED THAT THE SAME IS SUITABLE FOR ITS PURPOSE, THAT THE SELLER IS NOT A MANUFACTURER OR ENGAGED IN THE SALE OR DISTRIBUTION OF EQUIPMENT, THAT THE SELLER HAS PURCHASED THE EQUIPMENT FROM VENDORS OF THE BUYER'S CHOICE, AND THAT THE SELLER HAS NOT MADE AND DOES NOT HEREBY MAKE ANY REPRESENTATION, EXPRESS WARRANTY, IMPLIED WARRANTY, OR COVENANT WHATSOEVER WITH RESPECT TO MERCHANTABILITY, CONDITION, QUALITY, DURABILITY, SUITABILITY OR FITNESS OF THE EQUIPMENT IN ANY RESPECT OR IN CONNECTION WITH, OR FOR ANY PURPOSE OR USE OF THE BUYER, OR ANY OTHER REPRESENTATION, WARRANTY OR COVENANT OF ANY KIND OR CHARACTER, EXPRESS OR IMPLIED, WITH RESPECT THERETO.

IN WITNESS WHEREOF, Seller has caused these presents to be executed by its duly authorized officer and its corporate seal to be affixed hereto.

Approved:

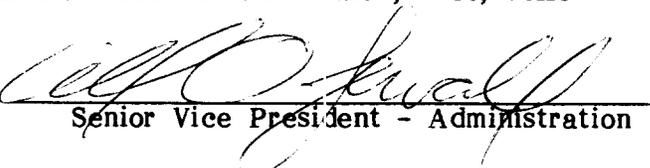
Counsel

CAS

(Seal)

THE COMMONWEALTH PLAN, INC., Seller

By

  
Senior Vice President - Administration

A C K N O W L E D G E M E N T

STATE OF CALIFORNIA )

SS:

COUNTY OF SAN MATEO )

BEFORE ME, on this day personally appeared William D. Jewell, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL this 7th day of April, 1987.



Laurene L. Fava  
Notary Public

My Commission Expires: June 2, 1989

SCHEDULE A

to March 31, 1987 Bill of Sale

Re: Railroad Equipment Leasing Agreement, dated as of February 17, 1972, by and between Evergreen Freight Car Corporation and The Commonwealth Plan, Inc. and Agreement F, dated as of July 1, 1978, by and among The Commonwealth Plan, Inc., Evergreen Freight Car Corporation and Southern Pacific Transportation Company.

**ILR #1**

<u>Old Numbers</u>	<u>New Numbers</u>
EFCX 3901 - 3903	SP 292612 - 292614
EFCX 3905 - 3908	SP 292616 - 292619
EFCX 3910	SP 292620
EFCX 3912 - 3918	SP 292622 - 292628
EFCX 3922	SP 292632
EFCX 3926 - 3928	SP 292636 - 292638
EFCX 3930 - 3938	SP 292639 - 292647
EFCX 3940 - 3946	SP 292649 - 292655
EFCX 3948 - 3949	SP 292657 - 292658
EFCX 3953 - 3955	SP 292662 - 292664
EFCX 3959 - 3962	SP 292668 - 292671

**ILR #2**

EFCX 3904	SP 292615
EFCX 3911	SP 292621
EFCX 3919 - 3921	SP 292629 - 292631
EFCX 3923 - 3925	SP 292633 - 292635
EFCX 3939	SP 292648
EFCX 3947	SP 292656
EFCX 3950 - 3952	SP 292659 - 292661
EFCX 3956 - 3958	SP 292665 - 292667
EFCX 3963 - 3979	SP 292672 - 292688
EFCX 3981 - 3986	SP 292689 - 292694
EFCX 3988	SP 292696
EFCX 3990 - 3992	SP 292698 - 292700
EFCX 3994 - 3996	SP 292702 - 292704
EFCX 3999 - 4003	SP 292706 - 292710
EFCX 4005 - 4021	SP 292712 - 292728
EFCX 4023 - 4024	SP 292730 - 292731
EFCX 4030	SP 292736
EFCX 4032 - 4033	SP 292738 - 292739

**ILR #3**

EFCX 3987	SP 292695
EFCX 3993	SP 292701
EFCX 3997	SP 292705
EFCX 4022	SP 292729
EFCX 4027 - 4028	SP 292733 - 292734
EFCX 4035 - 4037	SP 292741 - 292743
EFCX 4039 - 4054	SP 292745 - 292760
EFCX 4056 - 4057	SP 292762 - 292763
EFCX 4059 - 4065	SP 292765 - 292771
EFCX 4067 - 4088	SP 292773 - 292794
EFCX 4091 - 4095	SP 292797 - 292801

**ILR #4**

<u>Old Numbers</u>	<u>New Numbers</u>
EFCX 3989	SP 292697
EFCX 4089	SP 292795
EFCX 4090	SP 292796
EFCX 4096 -- 4104	SP 292802 - 292810
EFCX 4107	SP 292811
EFCX 4109 -- 4120	SP 292812 - 292823
EFCX 4122 -- 4124	SP 292824 - 292826
EFCX 4126 -- 4129	SP 292828 - 292831
EFCX 4131 -- 4133	SP 292832 - 292834
EFCX 4135 -- 4140	SP 292835 - 292840
EFCX 4143 -- 4145	SP 292842 - 292844
EFCX 4147	SP 292845
EFCX 4149	SP 292847
EFCX 4151 -- 4158	SP 292849 - 292856