

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

REGISTRATION NO. 6532-K Filed 1425

FEB 26 1988 10-45 AM

REGISTRATION NO. 6532-K Filed 1425

2-26-88

50.00

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:

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| <u>Document</u> | <u>Recordation Date</u> | <u>Recordation Number</u> |
|---|-----------------------------|-------------------------------|
| Railroad Equipment Leasing Agreement dated as of February 17, 1972 by and between Evergreen Freight Car Corporation and The Commonwealth Plan, Inc. and Assignment dated February 23, 1972 to The First National Bank of Boston | March 20, 1972 | 6532 |
| Agreement F | December 28, 1978 | 6532-A |
| Confirmatory Assignment and Assignment | December 28, 1978 | 6532-B |
| Supplement to Agreement F | January 22, 1979 | 6532-C |
| Second Supplement to Agreement F | February 26, 1979 | 6532-D |
| Third Supplement to Agreement F | August 8, 1979 | 6532-E |
| Fourth Supplement to Agreement F | April 22, 1980 | 6532-F |
| Fifth Supplement to Agreement F | May 22, 1980 | 6532-G |
| Sixth Supplement to Agreement F | July 21, 1980 | 6532-H |
| Seventh Supplement to Agreement F | September 15, 1980 | 6532-I |
| Release of Security Interest by The First National Bank of Boston | August 8, 1987 | 6532-J |

Enclosed is our check in the amount of \$20.00 to record the two forms of Bills of Sale. When the recording of these documents has been completed, please endorse, with the relevant recording information, the original copies which are provided to you herewith and return them in the enclosed self-addressed, stamped envelope.

Please feel free to contact the undersigned if you have any questions in this matter.

Thank you in advance for your assistance.

Very truly yours,



Curt A. Schultz, Esq.
Assistant Vice President - Law

CAS/glj
Enclosures

cc: William D. Sewall
Gail Jackson

BILL OF SALE

FEB 26 1988 10-45 AM

RECORDATION NO. 6532-L Filed 1425

Date: June 30, 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 Forty Thousand Two Hundred Fifty and 00/100 Dollars (\$740,250.00) 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.

THE COMMONWEALTH PLAN, INC., Seller

Approved: JK
Counsel CAS

By [Signature]
Senior Vice President - Administration

(Seal)

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

STATE OF CALIFORNIA)

SS:

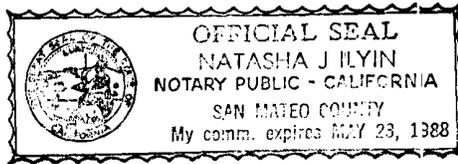
COUNTY OF SAN MATEO)

BEFORE ME, on this day personally appeared William D. Sewall, 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 19th day of February, 1987.

Natasha J. Ilyin
Notary Public

My Commission Expires: 5-23-88



SCHEDULE A

to June 30, 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 #5

| <u>Old Numbers</u> | <u>New Numbers</u> |
|--------------------|--------------------|
| EFCX 4142 | SP 292841 |
| EFCX 4148 | SP 292846 |
| EFCX 4159 - 4175 | SP 292857 - 292873 |
| EFCX 4177 - 4185 | SP 292874 - 292882 |
| EFCX 4187 | SP 292884 |
| EFCX 4188 | SP 292885 |
| EFCX 4190 | SP 292887 |
| EFCX 4191 | SP 292888 |
| EFCX 4193 - 4216 | SP 292890 - 292913 |
| EFCX 4218 | SP 292915 |

ILR #8

| <u>Old Numbers</u> | <u>New Numbers</u> |
|--------------------|--------------------|
| EFCX 4334 - 4336 | SP 293031 - 293033 |
| EFCX 4346 - 4372 | SP 293043 - 293069 |
| EFCX 4374 | SP 293071 |
| EFCX 4375 | SP 293072 |
| EFCX 4377 | SP 293073 |
| EFCX 4379 - 4394 | SP 293075 - 293090 |

ILR #6

| <u>Old Numbers</u> | <u>New Numbers</u> |
|--------------------|--------------------|
| EFCX 4066 | SP 292772 |
| EFCX 4220 - 4263 | SP 292917 - 292960 |
| EFCX 4266 | SP 292963 |
| EFCX 4267 | SP 292964 |
| EFCX 4269 - 4277 | SP 292966 - 292974 |
| EFCX 4279 | SP 292976 |
| EFCX 4280 | SP 292977 |
| EFCX 4282 | SP 292979 |

ILR #9

| <u>Old Numbers</u> | <u>New Numbers</u> |
|--------------------|--------------------|
| EFCX 4150 | SP 292848 |
| EFCX 4217 | SP 292914 |
| EFCX 4303 | SP 293000 |
| EFCX 4319 - 4322 | SP 293016 - 293019 |
| EFCX 4395 - 4400 | SP 293091 - 293096 |

ILR #7

| <u>Old Numbers</u> | <u>New Numbers</u> |
|--------------------|--------------------|
| EFCX 4265 | SP 292962 |
| EFCX 4268 | SP 292965 |
| EFCX 4278 | SP 292975 |
| EFCX 4283 - 4291 | SP 292980 - 292988 |
| EFCX 4293 - 4302 | SP 292990 - 292999 |
| EFCX 4304 - 4318 | SP 293001 - 293015 |
| EFCX 4323 - 4333 | SP 293020 - 293030 |
| EFCX 4337 - 4345 | SP 293034 - 293042 |