Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
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310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

December 30, 1993

RECORDATION NO. 6665-D FILED 1425
DEC 30 1993 -1 50 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED OFFICE OF THE SECRETARY
DEC 30 1 46 PM '93
LICENSING BRANCH

Direct Dial: (202)466-6532

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

010007 0070

Dear Secretary Strickland:

I have enclosed two originals and two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Lease Assignment and Bill of Sale, a secondary document, dated as of September 1, 1993. The primary documents to which this is connected are recorded under Recordation Nos. 6665 and 6835. We request that this document be recorded under Recordation Nos. 6665-D and 6835-C.

The names and addresses of the parties to the Instrument of Lease Assignment and Bill of Sale are:

Transferor:

The Chase Manhattan Bank, N.A.
1 Chase Manhattan Plaza
New York, NY 10081

Transferee:

Chase Manhattan Service Corporation
1 Chase Manhattan Plaza
New York, NY 10081

A description of the equipment covered by the Instrument of Lease Assignment and Bill of Sale consists of 314 70-ton non-mechanical refrigerator cars described in Exhibit A.

A fee of $36.00 is enclosed. Please return both originals to:

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

Recordings Judith McDonald

A short summary of the document to appear in the index follows: an Instrument of Lease Assignment and Bill of Sale, between The Chase Manhattan Bank, N.A., 1 Chase Manhattan Plaza, New York, NY 10081, and Chase Manhattan Service Corporation, 1 Chase Manhattan Plaza, New York, NY 10081, covering 314 70-ton non-mechanical refrigerator cars described in Exhibit A.

Very Truly Yours,

Louis E. Gitomer

Enclosure

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EXHIBIT A

314 - 70-Ton Non-Mechanical Refrigerator Cars

694230	694292	694357	694411	694468	694522	694577
694231	694293	694358	694413	694471	694523	694578
694236	694295	694359	694414	694473	694525	694579
694237	694296	694361	694415	694474	694526	694580
694238	694298	694362	694416	694475	694527	694581
694239	694300	694365	694417	694476	694528	694582
694240	694301	694367	694418	694477	694529	694583
694241	694302	694368	694420	694478	694530	694585
694242	694305	694369	694421	694479	694531	694586
694243	694308	694370	694424	694480	694533	694587
694244	694309	694372	694425	694481	694534	694588
694245	694310	694375	694426	694482	694535	694589
694246	694314	694376	694427	694484	694536	694590
694247	694317	694377	694428	694485	694537	694591
694248	694318	694378	694429	694486	694539	694592
694249	694319	694379	694431	694487	694540	694593
694250	694320	694380	694432	694488	694541	694594
694252	694324	694381	694433	694490	694542	694595
694253	694325	694382	694434	694491	694543	694596
694254	694326	694383	694436	694492	694544	694597
694257	694327	694384	694439	694493	694546	694598
694258	694328	694385	694440	694495	694548	694599
694259	694329	694387	694441	694496	694549	694600
694260	694331	694388	694442	694498	694550	694601
694261	694332	694389	694443	694499	694552	694602
694263	694333	694390	694444	694500	694553	694604
694264	694334	694391	694445	694501	694554	694605
694265	694335	694392	694446	694503	694557	694606
694266	694336	694393	694447	694505	694558	694607
694267	694338	694394	694448	694506	694559	694608
694269	694340	694395	694449	694507	694560	694610
694271	694343	694396	694450	694508	694561	694611
694273	694344	694397	694451	694509	694562	694612
694274	694345	694398	694452	694510	694563	694613
694275	694346	694399	694454	694511	694564	694614
694276	694347	694400	694456	694512	694565	694616
694277	694349	694401	694457	694513	694566	694617
694278	694350	694402	694458	694514	694567	694618
694279	694351	694403	694459	694515	694569	694619
694280	694352	694405	694460	694516	694570	694620
694284	694353	694406	694461	694517	694571	694622
694286	694354	694407	694462	694518	694572	694623
694287	694355	694408	694463	694519	694573	694625
694289	694356	694409	694464	694520	694574	694627
694290		694410	694465	694521	694576	694628

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EXHIBIT A

314 - 70-Ton Non-Mechanical Refrigerator Cars

694230	694292	694357	694411	694468	694522	694577
694231	694293	694358	694413	694471	694523	694578
694236	694295	694359	694414	694473	694525	694579
694237	694296	694361	694415	694474	694526	694580
694238	694298	694362	694416	694475	694527	694581
694239	694300	694365	694417	694476	694528	694582
694240	694301	694367	694418	694477	694529	694583
694241	694302	694368	694420	694478	694530	694585
694242	694305	694369	694421	694479	694531	694586
694243	694308	694370	694424	694480	694533	694587
694244	694309	694372	694425	694481	694534	694588
694245	694310	694375	694426	694482	694535	694589
694246	694314	694376	694427	694484	694536	694590
694247	694317	694377	694428	694485	694537	694591
694248	694318	694378	694429	694486	694539	694592
694249	694319	694379	694431	694487	694540	694593
694250	694320	694380	694432	694488	694541	694594
694252	694324	694381	694433	694490	694542	694595
694253	694325	694382	694434	694491	694543	694596
694254	694326	694383	694436	694492	694544	694597
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694276	694347	694400	694456	694512	694565	694616
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694280	694352	694405	694460	694516	694570	694620
694284	694353	694406	694461	694517	694571	694622
694286	694354	694407	694462	694518	694572	694623
694287	694355	694408	694463	694519	694573	694625
694289	694356	694409	694464	694520	694574	694627
694290		694410	694465	694521	694576	694628

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Interstate Commerce Commission

Washington, D.C. 20423

1/3/94

OFFICE OF THE SECRETARY

Louis E. Gitomer
Taylor, Morell & Gitomer
919 18th St. N.W. Suite 210
Washington,D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/93 at 1:50pm, and assigned recordation number(s). 6665-D & 6835-C

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 6665-D
DEC 3 0 1993 -1 50 PM
INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF LEASE ASSIGNMENT AND BILL OF SALE

THIS INSTRUMENT OF LEASE ASSIGNMENT AND BILL OF SALE (the "Instrument"), dated as of September 1, 1993, is by and between The Chase Manhattan Bank, N.A ("Chase"), and Chase Manhattan Service Corporation ("Transferee").

RECITALS

Chase is owner of those certain railcars which are more specifically described on the attached Exhibit A (collectively, the "Equipment") pursuant to that certain Instrument of Lien Release, Lease Assignment, Trust Termination and Bill of Sale (the "Instrument"), dated as of December 21, 1992, by and among Chemical Trust Company of California, as Secured Party (as successor in interest to Wells Fargo Bank, N.A.) , Trust Company for USL, Inc., not individually but solely as Owner Trustee, and Chase, which Instrument was filed with the Interstate Commerce Commission ("ICC") on February 2, 1993 under recordation numbers 6665-B and 6835-A.

The Equipment is currently leased to Southern Pacific Transportation Company ("Lessee") pursuant to that certain Equipment Lease Agreement, dated as of July 1, 1972, between Chase, as Lessor, and Lessee (the "Lease"), and which Lease was filed with the ICC on July 28, 1972, and assigned ICC recordation number 6665.

The parties hereto desire to execute this Instrument to evidence for the public record the assignment of the Lease to Transferee and the sale and transfer of the title to the Equipment to Transferee.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Assignment of Lease. Chase hereby assigns to Transferee all of its right, title and interest as lessor under the Lease, and Transferee hereby assumes all of Chase's obligations thereunder arising on and after the date of this Instrument

2. Transfer of Title. Chase does hereby sell and transfer to Transferee and to Transferee's successors and assigns forever, all of its right, title and interest in and to the Equipment. Chase represents and warrants to Transferee that the Equipment

transferred hereby is free and clear of liens and encumbrances created by, through or under Chase.

3. Miscellaneous. Transferee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission. This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart. This Instrument shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

THE CHASE MANHATTAN BANK, N.A.

By: Dawn Lee Lum
Its: Vice President

CHASE MANHATTAN SERVICE CORPORATION

By: Kevin S. Keaton
Its: Vice President

s:\julie\rail\chasasig.001

STATE OF New York)
) ss.
COUNTY OF New York)

On December 29, 1993, before me Margaret A. Milla, the undersigned Notary Public, personally appeared Dawn Lee Lum, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Vice President of The Chase Manhattan Bank, N.A. and acknowledged that she executed it.

Witness my hand and official seal.

Margaret A. Milla
Notary Public

MARGARET A. MILLA
Notary Public, State of New York
No. 43-4617788
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires April 30, 1995

STATE OF New York)
) ss.
COUNTY OF New York)

On December 29, 1993, before me Margaret A. Milla, the undersigned Notary Public, personally appeared Kevin S. Keaton, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Vice President of Chase Manhattan Service Corporation and acknowledged that he executed it.

Witness my hand and official seal.

Margaret A. Milla
Notary Public

MARGARET A. MILLA
Notary Public, State of New York
No. 43-4617788
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires April 30, 1995

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EXHIBIT A

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694289	694356	694409	694464	694520	694574	694627
694290		694410	694465	694521	694576	694628

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Lease Assignment and Bill of Sale, dated as of September 1, 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
December 30, 1993