

Southern Pacific Transportation Company

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16697-F
September 23, 1991
RECORDATION NO. _____ FILED 1625

SEP 26 1991 - 11 25 AM

INTERSTATE COMMERCE COMMISSION 1-269A047

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VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease Intended for Security Dated as of
December 29, 1989, Between Southern Pacific
Transportation Company, as Lessee, and
First Interstate Bank of California, as Trustee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49
U.S.C. Section 11303(a) are an original and one photocopy of a
Quitclaim Bill of Sale dated June 21, 1991, a secondary
document, as defined in the Commission's Rules for the
Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which this is connected is recorded
under Recordation No. 16697.

The names and addresses of the parties to the enclosed
document are as follows:

Lessors: First Interstate Bank of California, as Trustee
345 California Street
San Francisco, California 94104

Chase Commercial Corporation
South 61 Paramus Road
Paramus, NJ 07652

Sun Life Assurance Company of Canada (U.S.)
Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, MA 02181

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Mr. Sidney L. Strickland, Jr.
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Lessors: (continued)
Chrysler Capital Corporation
750 Battery Street, Suite 300
San Francisco, CA 94111

Lessee/
Sublessor: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Sublessee: St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

A description of the railroad equipment covered by the foregoing Quitclaim Bill of Sale is set forth in Annex I attached hereto.

A fee of \$15 is enclosed. Please return the photocopy evidencing the recordation data thereon to Gary A. Laakso, Esq., Southern Pacific Building, One Market Plaza, San Francisco, California 94105.

A short summary of the enclosed document to appear in the Commission's index is:

Quitclaim Bill of Sale dated June 21, 1991, executed by First Interstate Bank of California, as Trustee under the Lease Intended as Security dated as of December 29, 1989.

Very truly yours,


Gary A. Laakso

Enclosures

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED JUNE 21, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT	
SP	464891	FREIGHT CARS	OPEN HOPPER CARS—GENERAL SERV	70
SP	496236	FREIGHT CARS	COVERED HOPPER CARS	66
SP	496259	FREIGHT CARS	COVERED HOPPER CARS	66
SP	515362	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	69
SP	515370	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	69
SP	515373	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	69
SP	515463	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	71
SP	515482	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	71
SP	515484	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	71
SP	515492	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	71
SP	515506	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515507	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515508	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515515	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515534	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515550	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515558	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515559	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515561	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515563	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515565	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515570	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515578	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515579	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515582	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515585	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515588	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515590	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515595	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515596	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515598	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515601	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515603	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515612	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515613	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515614	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515616	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515619	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515623	FREIGHT CARS	FLAT CARS — GENERAL SERVICE	73
SP	515624	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515629	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515638	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	515648	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73
SP	516240	FREIGHT CARS	FLAT CAR — MULTI—LEVEL	73

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED JUNE 21, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT	
SP	605002	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605069	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605097	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605102	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605103	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605104	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605109	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605120	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605134	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605189	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605287	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605292	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605295	FREIGHT CARS	EQUIPPED BOX CARS	72
SP	605317	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	605334	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	605346	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	605350	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	605373	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	605398	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	605425	FREIGHT CARS	EQUIPPED BOX CARS	73
SP	664082	FREIGHT CARS	EQUIPPED BOX CARS	65
SP	668013	FREIGHT CARS	EQUIPPED BOX CARS	72
SSW	73528	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73550	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73584	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73621	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73629	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73652	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73659	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73684	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73744	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73754	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73769	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73834	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73850	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73851	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	73863	FREIGHT CARS	COVERED HOPPER CARS	71
SSW	73934	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	74123	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	74131	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	74141	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	74193	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	74240	FREIGHT CARS	COVERED HOPPER CARS	72
SSW	74247	FREIGHT CARS	COVERED HOPPER CARS	72

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED JUNE 21, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SSW	74263	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74264	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74384	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74403	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74410	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74459	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74480	FREIGHT CARS COVERED HOPPER CARS	72
SSW	74536	FREIGHT CARS COVERED HOPPER CARS	74
SSW	74571	FREIGHT CARS COVERED HOPPER CARS	74
SSW	74584	FREIGHT CARS COVERED HOPPER CARS	74
SSW	74596	FREIGHT CARS COVERED HOPPER CARS	74
SSW	74597	FREIGHT CARS COVERED HOPPER CARS	74
SSW	74620	FREIGHT CARS COVERED HOPPER CARS	74
SSW	74641	FREIGHT CARS COVERED HOPPER CARS	74
SSW	76244	FREIGHT CARS COVERED HOPPER CARS	70
SSW	76280	FREIGHT CARS COVERED HOPPER CARS	70
SSW	76964	FREIGHT CARS COVERED HOPPER CARS	71
SSW	77206	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77208	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77211	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77246	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77259	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77262	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77264	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77272	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77285	FREIGHT CARS COVERED HOPPER CARS	69
SSW	79679	FREIGHT CARS COVERED HOPPER CARS	70
SSW	79681	FREIGHT CARS COVERED HOPPER CARS	70
SSW	79956	FREIGHT CARS COVERED HOPPER CARS	70
SSW	79958	FREIGHT CARS COVERED HOPPER CARS	70
SSW	79960	FREIGHT CARS COVERED HOPPER CARS	70

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QUITCLAIM BILL OF SALE SEP 26 1991 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Trustee (hereinafter called "Trustee") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Trustee's right, title, and interest in and to the personal property described below (the "Equipment")

SSW 73528	SSW 74240	SSW 77208	SP 515482	SP 515590	SP 605102
SSW 73550	SSW 74247	SSW 77211	SP 515484	SP 515595	SP 605103
SSW 73584	SSW 74263	SSW 77246	SP 515492	SP 515596	SP 605104
SSW 73621	SSW 74264	SSW 77259	SP 515506	SP 515598	SP 605109
SSW 73629	SSW 74384	SSW 77262	SP 515507	SP 515601	SP 605120
SSW 73652	SSW 74403	SSW 77264	SP 515508	SP 515603	SP 605134
SSW 73659	SSW 74410	SSW 77272	SP 515515	SP 515612	SP 605189
SSW 73684	SSW 74459	SSW 77285	SP 515534	SP 515613	SP 605287
SSW 73744	SSW 74480	SSW 79679	SP 515550	SP 515614	SP 605292
SSW 73754	SSW 74536	SSW 79681	SP 515558	SP 515616	SP 605295
SSW 73769	SSW 74571	SSW 79956	SP 515559	SP 515619	SP 605317
SSW 73834	SSW 74584	SSW 79958	SP 515561	SP 515623	SP 605334
SSW 73850	SSW 74596	SSW 79960	SP 515563	SP 515624	SP 605346
SSW 73851	SSW 74597	SP 464891	SP 515565	SP 515629	SP 605350
SSW 73863	SSW 74620	SP 496236	SP 515570	SP 515638	SP 605373
SSW 73934	SSW 74641	SP 496259	SP 515578	SP 515648	SP 605398
SSW 74123	SSW 76244	SP 515362	SP 515579	SP 516240	SP 605425
SSW 74131	SSW 76280	SP 515370	SP 515582	SP 605002	SP 664082
SSW 74141	SSW 76964	SP 515373	SP 515585	SP 605069	SP 668013
SSW 74193	SSW 77206	SP 515463	SP 515588	SP 605097	

Said Equipment is sold on an "as-is, where-is" basis, without any covenant or warranty expressed or implied, of any nature whatsoever except, the Trustee covenants and warrants that said Equipment is free of all liens and encumbrances created by the Trustee. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF Trustee, WHETHER WRITTEN, ORAL OR IMPLIED, AND Trustee SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of said Equipment transferred hereunder, Buyer agrees to pay all sales and use taxes heretofore assessed or levied against said Equipment.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, the Trustee has caused this Quitclaim Bill of Sale to be executed on its behalf on this 21st day of JUNE, 1991.

FIRST INTERSTATE BANK OF CALIFORNIA
As Trustee under a Lease intended as
Security dated as of December 29, 1989

By: [Signature]
Title: ASSISTANT VICE PRESIDENT

