Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105
(415) 541-1000

CANNON Y HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

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GENERAL COUNSEL-LITIGATION

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JOHN MACDONALD SMITH
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LITIGATION (415) 541-1734

WRITER S DIRECT DIAL NUMBER
(415) 541-1785

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STEPHEN A ROBERTS
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WAYNE M BOLIO
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GENERAL ATTORNEYS

ROBERT E PATTERSON
CECELIA C FUSICH
ATTORNEYS

January 8, 1992

2-013A004

RECORDATION NO. 16697 FILED DATE 4137-336

JAN 13 1992 10 38 AM

INTERSTATE COMMERCE COMMISSION

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 December 27, 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, New Jersey 07652

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

MOTOR OPERATING UNIT
JAN 13 10 38 AM '92

Lessors: (continued)

Chrysler Capital Corporation
750 Battery Street, Suite 300
San Francisco, California 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 Attachment A attached thereto.

A fee of $16 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 December 27, 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

Gary A. Laakso

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

1/22/92

OFFICE OF THE SECRETARY

Gary A. Leakso

Southern Pacific Transportation Co.

Southern Pacific Building

One Market Plaza

San Francisco, California 94105

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 1/13/92 at 10:45am, and assigned recordation number(s). 16697-G

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16697-D FILED 1425

JAN 13 1992 -10 45 AM

INTERSTATE COMMERCE COMMISSION

QUITCLAIM BILL OF SALE

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")

SP	1001	SP	496269	SP	605170	SP	605318	SP	605447	SSW	74404	SSW	77202	SSW	79680
SP	1042	SP	496271	SP	605177	SP	605321	SP	605448	SSW	74431	SSW	77209	SSW	79692
SP	1527	SP	496285	SP	605182	SP	605323	SSW	73585	SSW	74435	SSW	77256	SSW	79912
SP	1536	SP	496286	SP	605186	SP	605355	SSW	73747	SSW	74541	SSW	77267	SSW	79917
SP	403097	SP	496290	SP	605188	SP	605357	SSW	73812	SSW	74561	SSW	77276	SSW	79935
SP	496039	SP	496293	SP	605194	SP	605358	SSW	73822	SSW	76205	SSW	77288	SSW	79942
SP	496071	SP	515533	SP	605198	SP	605367	SSW	73853	SSW	76209	SSW	77290	SSW	79946
SP	496077	SP	515575	SP	605206	SP	605372	SSW	73879	SSW	76224	SSW	79600	SSW	79965
SP	496134	SP	605013	SP	605217	SP	605380	SSW	73929	SSW	76227	SSW	79614		
SP	496198	SP	605038	SP	605220	SP	605396	SSW	74125	SSW	76245	SSW	79621		
SP	496232	SP	605056	SP	605227	SP	605414	SSW	74209	SSW	76253	SSW	79626		
SP	496234	SP	605106	SP	605236	SP	605428	SSW	74213	SSW	76255	SSW	79651		
SP	496241	SP	605119	SP	605253	SP	605429	SSW	74230	SSW	76257	SSW	79656		
SP	496260	SP	605137	SP	605260	SP	605444	SSW	74245	SSW	76276	SSW	79659		
SP	496265	SP	605163	SP	605266	SP	605445	SSW	74330	SSW	76997	SSW	79672		

Said Equipment is sold on an "as-is, where-is" basis, without any covenent or warranty expressed or implied, of any nature whatsoever except, the Trustee covenents 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.

STATE OF CALIFORNIA)
) ss.
County of San Francisco)

On this 27th day of December, in the year 1991, before me, NORMITA M. CIRIA-CRUZ, a Notary Public in and for the State of California, personally appeared R.M. RUELOS and _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the ASSISTANT VICE PRESIDENT and _____, respectively, of FIRST INTERSTATE BANK OF CALIFORNIA, Trustee, the Corporation described in and that executed the within instrument, and also known to me to be the persons who executed it on behalf of said Corporation therein named, and they acknowledged to me that such Corporation executed it the same as such Trustee, as therein set forth.

OFFICIAL SEAL
NORMITA M. CIRIA-CRUZ
NOTARY PUBLIC - CALIFORNIA
CITY & COUNTY OF SAN FRANCISCO
My Comm. Expires June 16, 1992

Notary Public for the State of California

or its and their own use, forever

ited on its behalf on this

E BANK OF CALIFORNIA
a Lease Intended as
of December 29, 1989

T VICE PRESIDENT

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL1

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
0	SP	001001	1005	100 TON HOPPER	6507	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001042	1005	100 TON HOPPER	6509	
GENERAL MOTORS CORP. (EMD)	SP	001527	1005	ES61	5308	8003
GENERAL MOTORS CORP. (EMD)	SP	001536	1005	ES61	5301	8005
GEN. AMER. TRANSPORTATION CO.	SP	403097	1005	70 TON HOPPER	6603	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496039	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496071	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496077	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496134	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496198	1005	100 TON HOPPER	6503	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496232	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496234	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496241	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496260	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496265	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496269	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496271	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496285	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496286	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496290	1005	100 TON HOPPER	6610	
BALDWIN, LIMA, HAMILTON CO.	SP	515393	1005	70 TON FLAT	6909	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	515533	1005	70 TON FLAT	7303	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	515575	1005	70 TON FLAT	7309	
PACIFIC CAR & FOUNDRY (PCF)	SP	605013	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605038	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605056	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605106	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605119	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605137	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605163	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605170	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605177	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605182	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605186	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605188	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605194	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605198	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605206	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605217	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605220	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605227	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605236	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605253	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605260	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605266	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605318	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605321	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605323	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605355	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605357	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605358	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605367	1005	100 TON BOX	7312	

ATTACHMENT A

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL1

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
PACIFIC CAR & FOUNDRY (PCF)	SP	605372	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605380	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605396	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605414	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605428	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605429	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605444	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605445	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605447	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605448	1005	100 TON BOX	7312	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073585	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073747	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073812	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073822	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073853	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073879	1005	100 TON HOPPER	7201	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073929	1005	100 TON HOPPER	7201	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074125	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074209	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074213	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074230	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074245	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074330	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074404	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074431	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074435	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074541	1005	100 TON HOPPER	7407	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074561	1005	100 TON HOPPER	7407	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076205	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076209	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076224	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076227	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076245	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076253	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076255	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076257	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076276	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076997	1005	100 TON HOPPER	7108	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077202	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077209	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077256	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077267	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077276	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077288	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077290	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079600	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079614	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079621	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079626	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079651	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079656	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079659	1005	100 TON HOPPER	7004	

ATTACHMENT A

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL1

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079672	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079680	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079692	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079912	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079917	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079935	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079942	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079946	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079965	1005	100 TON HOPPER	7004	

ATTACHMENT A

TOTAL 113 UNITS

Interstate Commerce Commission

Washington, D.C. 20423

1/22/92

OFFICE OF THE SECRETARY

Gary A. Leakso

Southern Pacific Transportation Co.

Southern Pacific Building

One Market Plaza

San Francisco, California 94105

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 1/13/92 at 10:45am , and assigned recordation number(s). 16697-G

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

South rn Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER
(415) 541-1785

ROBERT S. BOGASON
DAVID W LONG
CAROL A. HARRIS
LELAND E. BUTLER
GARY A. LAAKSO
STEPHEN A ROBERTS
JAMES M EASTMAN
KEVIN D. JONES
WAYNE M. BOLIO
JOHN D. FEENEY
GENERAL ATTORNEYS

ROBERT E PATTERSON
CECELIA C. FUSICH
ATTORNEYS

January 8, 1992

RECORDATION NO. 16697-D FILED 1425

JAN 13 1992 -10 45 AM

INTERSTATE COMMERCE COMMISSION

G 4137-336

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 December 27, 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, New Jersey 07652

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

Lessors: (continued)

Chrysler Capital Corporation
750 Battery Street, Suite 300
San Francisco, California 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 Attachment A attached thereto.

A fee of $16 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 December 27, 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

Gary A. Laakso

Enclosures

RECORDATION NO. 16697-B FILED 1995

JAN 13 1992 -10 45 AM

INTERSTATE COMMERCE COMMISSION

QUITCLAIM BILL OF SALE

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")

SP	1001	SP	496269	SP	605170	SP	605318	SP	605447	SSW	74404	SSW	77202	SSW	79680
SP	1042	SP	496271	SP	605177	SP	605321	SP	605448	SSW	74431	SSW	77209	SSW	79692
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SP	496039	SP	496293	SP	605194	SP	605358	SSW	73822	SSW	76205	SSW	77288	SSW	79942
SP	496071	SP	515533	SP	605198	SP	605367	SSW	73853	SSW	76209	SSW	77290	SSW	79946
SP	496077	SP	515575	SP	605206	SP	605372	SSW	73879	SSW	76224	SSW	79600	SSW	79965
SP	496134	SP	605013	SP	605217	SP	605380	SSW	73929	SSW	76227	SSW	79614		
SP	496198	SP	605038	SP	605220	SP	605396	SSW	74125	SSW	76245	SSW	79621		
SP	496232	SP	605056	SP	605227	SP	605414	SSW	74209	SSW	76253	SSW	79626		
SP	496234	SP	605106	SP	605236	SP	605428	SSW	74213	SSW	76255	SSW	79651		
SP	496241	SP	605119	SP	605253	SP	605429	SSW	74230	SSW	76257	SSW	79656		
SP	496260	SP	605137	SP	605260	SP	605444	SSW	74245	SSW	76276	SSW	79659		
SP	496265	SP	605163	SP	605266	SP	605445	SSW	74330	SSW	76997	SSW	79672		

Said Equipment is sold on an "as-is, where-is" basis, without any covenent or warranty expressed or implied, of any nature whatsoever except, the Trustee covenents 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 27th day of December, 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

STATE OF CALIFORNIA)
) ss.
County of San Francisco)

On this 27th day of December, in the year 1991, before me, NORMITA M. CIRIA CRUZ, a Notary Public in and for the State of California, personally appeared R.M. RUELOS and _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the ASSISTANT VICE PRESIDENT and _____, respectively, of FIRST INTERSTATE BANK OF CALIFORNIA, Trustee, the Corporation described in and that executed the within instrument, and also known to me to be the persons who executed it on behalf of said Corporation therein named, and they acknowledged to me that such Corporation executed it the same as such Trustee, as therein set forth.

OFFICIAL SEAL
NORMITA M. CIRIA-CRUZ
NOTARY PUBLIC - CALIFORNIA
CITY & COUNTY OF SAN FRANCISCO
My Comm. Expires June 16, 1992

Notary Public for the State of California

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL1

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
0	SP	001001	1005	100 TON HOPPER	6507	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001042	1005	100 TON HOPPER	6509	
GENERAL MOTORS CORP. (EMD)	SP	001527	1005	ES61	5308	8003
GENERAL MOTORS CORP. (EMD)	SP	001536	1005	ES61	5301	8005
GEN. AMER. TRANSPORTATION CO.	SP	403097	1005	70 TON HOPPER	6603	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496039	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496071	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496077	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496134	1005	100 TON HOPPER	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496198	1005	100 TON HOPPER	6503	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496232	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496234	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496241	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496260	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496265	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496269	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496271	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496285	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496286	1005	100 TON HOPPER	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496290	1005	100 TON HOPPER	6610	
BALDWIN, LIMA, HAMILTON CO.	SP	515393	1005	70 TON FLAT	6909	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	515533	1005	70 TON FLAT	7303	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	515575	1005	70 TON FLAT	7309	
PACIFIC CAR & FOUNDRY (PCF)	SP	605013	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605038	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605056	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605106	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605119	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605137	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605163	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605170	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605177	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605182	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605186	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605188	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605194	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605198	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605206	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605217	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605220	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605227	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605236	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605253	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605260	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605266	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605318	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605321	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605323	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605355	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605357	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605358	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605367	1005	100 TON BOX	7312	

ATTACHMENT A

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL1

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
PACIFIC CAR & FOUNDRY (PCF)	SP	605372	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605380	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605396	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605414	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605428	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605429	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605444	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605445	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605447	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605448	1005	100 TON BOX	7312	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073585	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073747	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073812	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073822	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073853	1005	100 TON HOPPER	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073879	1005	100 TON HOPPER	7201	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	073929	1005	100 TON HOPPER	7201	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074125	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074209	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074213	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074230	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074245	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074330	1005	100 TON HOPPER	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074404	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074431	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074435	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074541	1005	100 TON HOPPER	7407	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	074561	1005	100 TON HOPPER	7407	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076205	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076209	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076224	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076227	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076245	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076253	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076255	1005	100 TON HOPPER	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076257	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076276	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076997	1005	100 TON HOPPER	7108	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077202	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077209	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077256	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077267	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077276	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077288	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	077290	1005	100 TON HOPPER	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079600	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079614	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079621	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079626	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079651	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079656	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079659	1005	100 TON HOPPER	7004	

ATTACHMENT A

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL1

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079672	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079680	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079692	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079912	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079917	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079935	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079942	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079946	1005	100 TON HOPPER	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079965	1005	100 TON HOPPER	7004	

ATTACHMENT A

TOTAL 113 UNITS