

Southern Pacific Transportation Company

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

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SEP 29 1992

INTERSTATE COMMERCE COMMISSION

September 28, 1992

16697-H

2-273A007

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16697-H

Quitclaim
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
December 29, 1989, Between Southern Pacific
Transportation Company, as Lessee, and First
Interstate Bank of California, as Trustee

Dear Mr. Strickland:

Counterparts -
Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four original counterparts of a Quitclaim Bill of Sale dated June 22, 1992, 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

Mr. Sidney L. Strickland, Jr.
September 28, 1992
Page Two

Lessors: (continued)

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

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

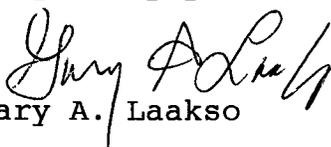
A description of the railroad equipment covered by the foregoing Quitclaim Bill of Sale is set forth in Exhibit A attached thereto.

A fee of \$16 is enclosed. Please return the photocopy evidencing the recordation data thereon to the undersigned.

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

Quitclaim Bill of Sale dated June 22, 1992, 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

Interstate Commerce Commission

Washington, D.C. 20423

9/29/92

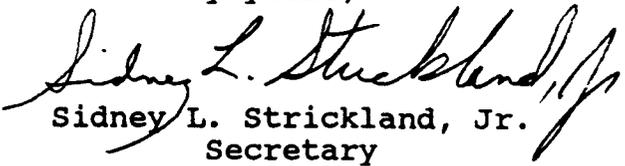
OFFICE OF THE SECRETARY

Gary A. Laakso
Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/29/92 at 10:55AM , and assigned recordation number(s). 16697-H, 16785-G

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

1669771

QUITCLAIM BILL OF SALE

SEP 20 1992 5 08 AM

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").

Table with 5 columns of equipment identification numbers: SP 664047, SP 605105, SP 605246, SP 605331, SP 605410; SP 664084, SP 605110, SP 605251, SP 605332, SP 605411; SP 605008, SP 605125, SP 605257, SP 605335, SP 605432; SP 605026, SP 605127, SP 605274, SP 605338, SP 605441; SP 605052, SP 605142, SP 605286, SP 605339, SSW 74417; SP 605077, SP 605164, SP 605302, SP 605352, SSW 74419; SP 605080, SP 605193, SP 605303, SP 605368, SSW 77300; SP 605086, SP 605205, SP 605316, SP 605370, SP 403026; SP 605094, SP 605210, SP 605320, SP 605399; SP 605095, SP 605218, SP 605328, SP 605403

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.

ALL-PURPOSE ACKNOWLEDGMENT

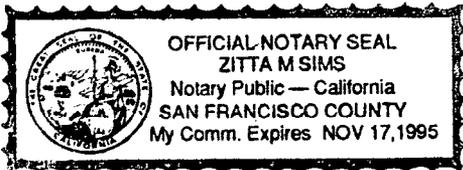
No. 5179

State of CALIFORNIA }
County of SAN FRANCISCO }

On 29th before me, ZITTA M. SIMS, NOTARY PUBLIC*****
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared I. BOXERBAUM
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.
Zitza M. Sims
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL FIRST INTERSTATE BANK
CORPORATE BANK OFFICER(S) VICE PRESIDENT
PARTNER(S) LIMITED GENERAL
ATTORNEY-IN-FACT
TRUSTEE(S)
GUARDIAN/CONSERVATOR
OTHER:

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY (IES)
FIRST INTERSTATE BANK

ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to an unauthorized document.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Title or Type of Document QUITCLAIM BILL OF SALE=====
Number of Pages ONE=== Date of Document 22 JUNE 1992
Signer(s) Other than Named Above

XOA578

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

PAGE 1
92/09/28,

OBSL 1

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
GUNDERSON BROS. (FMC)	SP 664047	1005	70 TON BOX	6511	

ATTACHMENT A

TOTAL 1 UNITS

EXHIBIT A

Page 1 of 2

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

OBSL 1

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
GEN. AMER. TRANSPORTATION CO.	SP 403026	1005	70 TON HOPPER	6503	
PACIFIC CAR & FOUNDRY (PCF)	SP 605008	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605026	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605052	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605077	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605080	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605086	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605094	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605095	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605105	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605110	1005	100 TON BOX	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605125	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605127	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605142	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605164	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605193	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605205	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605210	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605218	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605246	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605251	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605257	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605274	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605286	1005	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605302	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP 605303	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP 605316	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP 605320	1005	100 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP 605328	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605331	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605332	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605335	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605338	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605339	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605352	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605368	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605370	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605399	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605403	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605410	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605411	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605432	1005	100 TON BOX	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605441	1005	100 TON BOX	7312	
GUNDERSON BROS. (FMC)	SP 664084	1005	70 TON BOX	6512	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074417	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074419	1005	100 TON HOPPER	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 077300	1005	100 TON HOPPER	6907	

ATTACHMENT A

TOTAL 47 UNITS