

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

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

October 28, 1992

RECORDATION NO. 16697

OCT 30 1992 - 10 02 AM

INTERSTATE COMMERCE COMMISSION

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

BARBARA A SPRUNG
ASSISTANT GENERAL ATTORNEY

ROBERT E PATTERSON
CECELIA C FUSICH
ATTORNEYS

G 4137-335

VIA FEDERAL EXPRESS

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

OCT 30 1992 - 10 02 AM

INTERSTATE COMMERCE COMMISSION

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:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and four counterparts each of two Bills of Sale, one dated March 30, 1992 and the other dated October 23, 1992. Both documents are secondary documents, 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 documents 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.
October 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 Bills of Sale is set forth in Attachment A attached thereto.

A fee of \$32 is enclosed. Please return four photocopies of each Bill of Sale evidencing the recordation data thereon to the undersigned.

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

Bill of Sale dated March 30, 1992, executed by Southern Pacific Transportation Company, as Seller, granting to First Interstate Bank of California, as Buyer, eight locomotives, one 100-ton box car, and 35 70-ton box cars under the Lease Intended as Security dated as of December 29, 1989.

Bill of Sale dated October 23, 1992, executed by Southern Pacific Transportation Company, as Seller, granting to First Interstate Bank of California, as Buyer, two

Mr. Sidney L. Strickland, Jr.
October 28, 1992
Page Three

locomotives, two 100-ton hopper cars, and 22 70-ton box cars under the Lease Intended as Security dated as of December 29, 1989.

Very truly yours,

Gary A. Laakso
Gary A. Laakso *lyr*

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/30/92

OFFICE OF THE SECRETARY

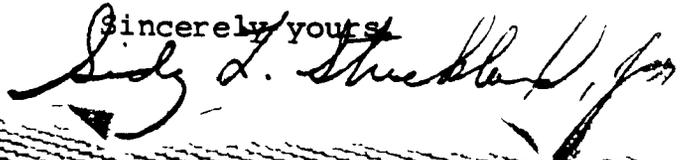
Gary A. Laakso

Southern Pacific Transp. Co.
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105

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 10/30/92 at 10:05pm, and assigned re-
recording number(s). 16785-H & 16697-I & 16697-J

Sincerely yours



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

BILL OF SALE

16697 J
FEB 14 1993

OCT 30 1992 -10 05 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Seller"), is the owner of the items (together with all repairs, parts, supplies, accessories, equipment and devices affixed thereto or installed thereon, and all warranties, covenants and representations of any manufacturer or vendor thereof, the "Units") of personal property described on Annex A hereto;

Seller sells, grants, conveys, transfers and assigns title to the Units to FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (as such Agent "Buyer") under that certain Lease Intended for Security, dated as of December 29, 1989, among Seller, Buyer, and certain institutions listed on Schedule I thereto or their successors; and

Seller warrants to Buyer, its successors and assigns, that there is conveyed to Buyer good title to the Units, free and clear of all liens, claims, rights or encumbrances of others (except the rights of seller pursuant to the Lease Intended for Security), and Seller will warrant and defend such title forever against all claims and demands whatsoever.

THIS BILL OF SALE shall be governed by the laws of California without regard to conflict of law principles.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by one of its duly authorized officers this 30th day of March, 1992.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

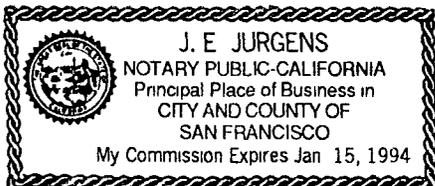
STATE OF CALIFORNIA }
City and County of San Francisco } ss

On this 26th day of OCTOBER, in the year One Thousand Nine Hundred and Ninety TWO, before me, **J.E. JURGENS**, a Notary Public in and for the City and County of San Francisco, State of California, personally appeared

L.C. YARBERRY

known to me to be the VICE PRESIDENT - FINANCE

of the corporation _____ described in and that executed the within instrument, and also known to me to be the person _____ who executed it on behalf of the corporation _____ therein named and _____ he _____ acknowledged to me that such corporation _____ executed the same



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in the City and County of San Francisco, the day and year in this certificate first above written

[Signature]

Notary Public in and for the City and County of San Francisco, State of California

Corporation

XOA598

SUPPLEMENTED UNITS
OBSL DATED DECEMBER 29 1989

PAGE 1
92/03/30

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004370	SP	EF618 01	5503	7309

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER
CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 1 UNITS

X0A598

SUPPLEMENTED UNITS
OBSL DATED DECEMBER 29 1989

PAGE 1
92/03/30

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004367	SP	EF618 01	5501	7303

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER
CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 1 UNITS

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004396	SP	EF618 01	5603	7412

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 1 UNITS

XOA598

SUPPLEMENTED UNITS
OBSL DATED DECEMBER 29 1989

PAGE 1
92/03/27

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004393	SP	EF618 01	5404	7408

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 1 UNITS

"
"
"

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004349	SP	EF618 01	5502	7108
GENERAL MOTORS CORP. (EMD)	SP 007602	SP	EF430 05	7411	
GENERAL MOTORS CORP. (EMD)	SSW 002583	SSW	ES415 C04	7112	

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 3 UNITS

X0A598

SUPPLEMENTED UNITS
OBSL DATED DECEMBER 29 1989

PAGE 1
92/03/30

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004392	SP	EF618 01	5404	7408

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER
CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 1 UNITS

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GUNDERSON BROS. (FMC)	SP 245211	SP	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SP 245251	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	SP 245253	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	SP 245254	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	SP 245255	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	SP 245260	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	SP 245262	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	SP 245266	SP	70 TON BOX	7408	
PACIFIC CAR & FOUNDRY (PCF)	SSW 060877	SSW	70 TON BOX	7202	
GREENVILLE STEEL CAR CO.	SSW 065101	SSW	100 TON BOX	7003	
GUNDERSON BROS. (FMC)	SSW 067351	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067398	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067414	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067423	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067467	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067470	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067471	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067472	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067473	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067474	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067475	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067477	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067478	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067479	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067480	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067481	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067482	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067483	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067484	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067485	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067486	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067487	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067493	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067494	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067496	SSW	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SSW 067498	SSW	70 TON BOX	7407	

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 36 UNITS