

Southern Pacific Transportation Company

2-311AUG

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 & DIRECT DIAL NUMBER

(415) 541-1785

VIA FEDERAL EXPRESS

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:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and four counterparts each of two Quitclaim Bills of Sale, each dated October 28, 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 the documents are in connection with 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

Mellon Financial Services Corporation #3
One Mellon Bank Center, Suite 1111
Pittsburgh, Pennsylvania 15258-0001

NOV 6 1992 10:35 AM

INTERSTATE COMMERCE COMMISSION

ROBERT S BOGASON
DAVID W LONG
CAROL A HARRIS
LELANE E BUTLER
MARY 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

NOV 6 1992 10:25 AM

INTERSTATE COMMERCE COMMISSION

NOV 6 1992

16697K

16697

Mr. Sidney L. Strickland, Jr.
November 5, 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 Bills of Sale is set forth in the respective Attachment A attached thereto.

A fee of \$32 is enclosed. Please return four counterparts of each Quitclaim 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:

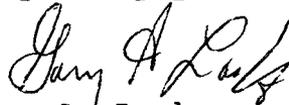
Quitclaim Bill of Sale dated October 28, 1992, covering 29 100-ton box cars, 1 70-ton box car, 37 100-ton hopper cars, and 40 70-ton flat cars, executed by First Interstate Bank of California, as Trustee, under the Lease Intended as Security dated as of December 29, 1989.

Quitclaim Bill of Sale dated October 28, 1992, covering six 100-ton hopper cars, one 70-ton flat car, and seven 100-ton box cars, executed by First Interstate Bank of

Mr. Sidney L. Strickland, Jr.
November 5, 1992
Page Three

California, as Trustee, under the Lease Intended as
Security dated as of December 29, 1989.

Very truly yours,


Gary A. Laakso

Enclosures

CORPORATE ACKNOWLEDGMENT

State of California
County of San Francisco Co } SS

On this the 28th day of October 19 92, before me,
N.M. CIRIA-CRUZ
the undersigned Notary Public, personally appeared

I. BOXERBAUM

- personally known to me
 - proved to me on the basis of satisfactory evidence to be the person(s) who executed the within instrument as ASSISTANT VICE PRESIDENT or on behalf of the corporation therein named, and acknowledged to me that the corporation executed it
- WITNESS my hand and official seal



[Signature]
Notary's Signature

ATTENTION NOTARY Although the information requested below is **OPTIONAL**, it could prevent fraudulent attachment of this certificate to another document

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT

Title or Type of Document Autelium Bill of Sale
 Number of Pages 1 Date of Document 10-28-92
 Signer(s) Other Than Named Above None

QUITCLAIM BILL OF SALE

NOV 6 1992 10 55 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").

SP 515393	SP 464980	SP 668075
SP 1035	SP 464998	SP 668077
SP 1041	SP 668010	SP 668094
SP 1066	SP 668033	SP 668097
SP 464964	SP 668049	

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 28th day of October, 1992.

*This Should Be
ICC Recordation No.*

16697-L

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

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

OBSL 1

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 001035	1005	100 TON HOPPER	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 001041	1005	100 TON HOPPER	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 001066	1005	100 TON HOPPER	6512	
GREENVILLE STEEL CAR CO.	SP 464964	1005	100 TON HOPPER	7008	
GREENVILLE STEEL CAR CO.	SP 464980	1005	100 TON HOPPER	7008	
GREENVILLE STEEL CAR CO.	SP 464998	1005	100 TON HOPPER	7008	
BALDWIN, LIMA, HAMILTON CO. (ACF)	SP 515393	1005	70 TON FLAT	6909	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668010	1005	100 TON BOX	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668033	1005	100 TON BOX	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668049	1005	100 TON BOX	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668075	1005	100 TON BOX	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668077	1005	100 TON BOX	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668094	1005	100 TON BOX	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668097	1005	100 TON BOX	7211	

ATTACHMENT A

TOTAL 14 UNITS