Southern Pacific Transportation Company

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

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RECORDATION NO. 16697-N FILED 1425
FEB 5 1993 9-55 AM
INTERSTATE COMMERCE COMMISSION

February 1, 1993

RECORDATION NO. 16697-O FILED 1425
3-036A002 FEB 5 1993 9-55 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 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 three counterparts each of two Quitclaim Bills of Sale, one dated October 28, 1992 and the other dated December 11, 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:

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

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

General Electric Capital Corporation
44 Old Ridgebury Road
Danbury, Connecticut 06810-5105

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

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 its respective Attachment A attached thereto.

A fee of $32 is enclosed. Please return three 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 37 100-ton hopper cars and eight 100-ton box 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 December 11, 1992, covering one locomotive, 16 100-ton box cars, and four 100-ton hopper cars, 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

G:\lyr\GAL\letters

Interstate Commerce Commission

Washington, D.C. 20423

2/5/93

OFFICE OF THE SECRETARY

Gary A. Laakso
Southern Pacific Transportation Co.
Southern Pacific Building
One Market Plaza
San Francisco, California 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 2/5/93 at 9:55am, and assigned recordation number(s). 16697-N & 16697-O

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

CORPORATE ACKNOWLEDGMENT

State of California
County of San Francisco } SS.

On this the 28th day of October 1992, before me,

N M CIRIA-CRUZ,

the undersigned Notary Public, personally appeared

L. 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

Notary's Signature

NNA1 N M CIRIA-CRUZ
COMM. # 971899
Notary Public — California
SAN FRANCISCO COUNTY
My Comm Expires AUG 20, 1996 NNA1

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 Quitclaim Bill of Sale

Number of Pages 1 Date of Document 10-28-92

Signer(s) Other Than Named Above none

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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")

RECORDATION NO. 16697-N FILED
FEB 5 1993 8:55 AM
INTERSTATE COMMERCE COMMISSI

SP	496232	SSW	73941	SSW	76242
SP	496265	SSW	74117	SSW	76262
SP	605036	SSW	74237	SSW	79601
SP	605051	SSW	74256	SSW	79641
SP	605057	SSW	74270	SSW	79655
SP	605059	SSW	74307	SSW	79666
SP	605101	SSW	74327	SSW	79670
SP	605197	SSW	74345	SSW	79691
SP	605268	SSW	74363	SSW	79694
SP	605311	SSW	74368	SSW	79695
SSW	73514	SSW	74409	SSW	79901
SSW	73517	SSW	74496	SSW	79908
SSW	73536	SSW	74574	SSW	79938
SSW	73598	SSW	76202	SSW	79963
SSW	73796	SSW	76217	SSW	79978

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 28th day of October, 1992

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
FOR OBSL

BUILDER		UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496232	1005	100 TON HOPP	15,570.41	3,445.00	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496265	1005	100 TON HOPP	15,570.41	3,445.00	6610	
PACIFIC CAR & FOUNDRY (PCF)	SP	605036	1005	100 TON BOX	5,250.00	6,201.00	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605051	1005	100 TON BOX	5,250.00	6,201.00	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605057	1005	100 TON BOX	5,250.00	6,201.00	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605059	1005	100 TON BOX	5,250.00	6,201.00	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605101	1005	100 TON BOX	5,250.00	6,201.00	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605197	1005	100 TON BOX	5,250.00	6,201.00	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605268	1005	100 TON BOX	5,250.00	6,201.00	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605311	1005	100 TON BOX	20,206.23	6,201.00	7311	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076202	1005	100 TON HOPP	16,101.35	6,890.00	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076217	1005	100 TON HOPP	16,101.35	6,890.00	7003	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076242	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	076262	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079601	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079641	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO (ACF)	SSW	079655	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO (ACF)	SSW	079666	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079670	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079691	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079694	1005	100 TON HOPP	16,101.35	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079695	1005	100 TON HOPP	16,101.30	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079901	1005	100 TON HOPP	16,101.30	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079908	1005	100 TON HOPP	16,101.30	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079938	1005	100 TON HOPP	16,101.30	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079963	1005	100 TON HOPP	16,101.30	6,890.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079973	1005	100 TON HOPP	16,101.30	6,890.00	7004	
					361,819.75	173,628.00		

XOA597

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

OBSL1

BUILDER	UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 073514	1005	100 TON HOPP	18,426.30	8,268.00	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 073517	1005	100 TON HOPP	18,426.30	8,268.00	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 073536	1005	100 TON HOPP	18,426.30	8,268.00	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 073598	1005	100 TON HOPP	18,426.30	8,268.00	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 073796	1005	100 TON HOPP	18,426.30	8,268.00	7112	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 073941	1005	100 TON HOPP	18,426.30	9,646.00	7201	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074117	1005	100 TON HOPP	18,010.22	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074237	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074256	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074270	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074307	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074327	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074345	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074363	1005	100 TON HOPP	18,022.72	9,646.00	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074368	1005	100 TON HOPP	18,022.72	9,646.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074409	1005	100 TON HOPP	18,022.72	9,646.00	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074496	1005	100 TON HOPP	18,022.72	9,646.00	7212	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074574	1005	100 TON HOPP	23,735.13	11,024.00	740[illegible]	
				332,530.35	168,116.00		

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