

# Southern Pacific Transportation Company

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

(415) 541-1000

RECORDATION NO. 16697-0 FILED 1425

CANNON Y HARVEY  
VICE PRESIDENT AND GENERAL COUNSEL

FEB 5 1993 9:55 AM

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

INTERSTATE COMMERCE COMMISSION

February 1, 1993

RECORDATION NO. 16697-0 FILED 1425

3-036A002 FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

ROBERT S BOGASON  
DAVID W LONG  
CAROLA HARRIS  
DANIEL BUTLER  
DANIEL WALKSO  
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WAYNE M BOLIO  
JOHN D FEENEY  
GENERAL ATTORNEYS  
BARBARA A SPRUNG  
ASSISTANT GENERAL ATTORNEY  
ROBERT E PATTERSON  
CECELIA C FUSICH  
ATTORNEYS

4137-335

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

Mr. Sidney L. Strickland, Jr.  
February 1, 1993  
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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.

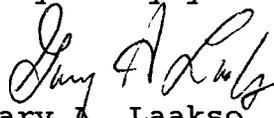
A fee of \$32 is enclosed. Please return three counterparts of each Quitclaim Bill of Sale evidencing the recordation data thereon to the undersigned.

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

Interstate Commerce Commission  
Washington, D.C. 20423

2/5/93

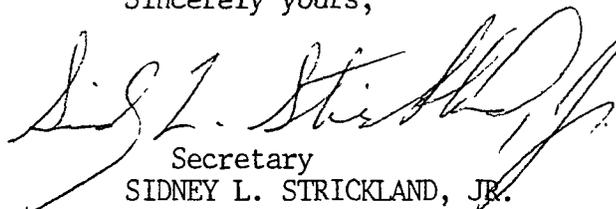
OFFICE OF THE SECRETARY

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 & 16697-0**

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

**CORPORATE ACKNOWLEDGMENT**

State of California  
County of San Francisco Co } SS

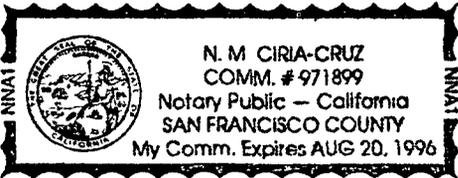
On this the 11<sup>th</sup> day of December 1992, before me,

N. M. Ciria-Cruz  
the undersigned Notary Public, personally appeared

**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 Quit claim Bill of sale  
Number of Pages 2 Date of Document 12-11-92  
Signer(s) Other Than Named Above none

FEB 5 1993 9:55 AM

QUITCLAIM BILL OF SALE

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 4367   | SP 605121 | SP 668023 |
| SSW 79657 | SP 605280 | SP 668036 |
| SP 464925 | SP 605431 | SP 668041 |
| SP 464933 | SP 605434 | SP 668052 |
| SP 464936 | SP 624007 | SP 668076 |
| SP 605029 | SP 668002 | SP 668085 |
| SP 605112 | SP 668008 | SP 668092 |

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 11<sup>th</sup> day of December, 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-CASH DEPOSITS/SUBSTITUTES  
 FOR OBSL

OBSL 1

BUILDER	UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
GENERAL MOTORS CORP. (EMD)	SP 004367	1005	EF61	49,311.53	86,644.80	5501	7303
GREENVILLE STEEL CAR CO.	SP 464925	1005	100 TON HOPP	13,362.79	4,594.80	7004	
GREENVILLE STEEL CAR CO.	SP 464933	1005	100 TON HOPP	13,362.79	4,594.80	7004	
GREENVILLE STEEL CAR CO.	SP 464936	1005	100 TON HOPP	13,362.79	4,594.80	7004	
PACIFIC CAR & FOUNDRY (PCF)	SP 605029	1005	100 TON BOX	5,250.00	5,907.60	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP 605112	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605121	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP 605280	1005	100 TON BOX	5,250.00	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605431	1005	100 TON BOX	20,300.21	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP 605434	1005	100 TON BOX	20,300.21	5,907.60	7312	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 624007	1005	100 TON BOX	27,936.69	6,564.00	7008	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668002	1005	100 TON BOX	24,268.73	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668008	1005	100 TON BOX	24,268.73	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668023	1005	100 TON BOX	24,268.73	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668036	1005	100 TON BOX	24,268.72	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668041	1005	100 TON BOX	24,268.72	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668052	1005	100 TON BOX	24,268.72	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668076	1005	100 TON BOX	24,268.72	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668085	1005	100 TON BOX	24,268.72	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 668092	1005	100 TON BOX	24,268.72	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 079657	1005	100 TON HOPP	16,101.35	6,564.00	7004	
				364,145.34	208,078.80		