Southern Pacific Transportation Company

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

(415) 541-1000

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March 25, 1993

RECORDATION NO. 16697-A FILED 1425

MAR 26 1993 3-45 PM

INTERSTATE COMMERCE COMMISSION

G 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 of a Quitclaim Bill of Sale, dated March 10, 1993. The document is 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 the document is 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

Sun Life Assurance Company of Canada (U.S.)
Sun Life Assurance Company of Canada

Lessors: (continued)

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 Bill of Sale is set forth in its Attachment A attached thereto.

A fee of $16 is enclosed. Please return three counterparts of the Quitclaim Bill of Sale 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 March 10, 1993, covering 19 100-ton hopper cars, 20 70-ton hopper cars, and 37 100-ton box cars, executed by First Interstate Bank of California, as Trustee, under the Lease Intended as Security dated as of December 29, 1989.

Very truly yours,

Gary A. Laakso

Gary A. Laakso

Enclosures

RECORDATION NO 16697-G FILED 1425

MAR 2 6 1993 3·4 5 PM

INTERSTATE COMMERCE COMMISSION

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").

SP	1002	SP	403043	SP	403189	SP	605144	SP	605307
SP	1005	SP	403044	SP	403202	SP	605155	SP	605309
SP	1007	SP	403047	SP	403203	SP	605156	SP	605330
SP	1008	SP	403080	SP	404051	SP	605160	SP	605362
SP	1019	SP	403085	SP	496039	SP	605171	SP	605397
SP	1039	SP	403095	SP	496227	SP	605180	SP	605400
SP	1048	SP	403112	SP	496276	SP	605198	SP	605406
SP	1053	SP	403126	SP	605016	SP	605199	SP	605407
SP	1054	SP	403132	SP	605050	SP	605209	SP	605422
SP	1055	SP	403160	SP	605054	SP	605215	SP	605452
SP	1058	SP	403164	SP	605072	SP	605219	SP	624006
SP	1062	SP	403168	SP	605091	SP	605222	SP	668009
SSW	79673	SP	403175	SP	605093	SP	605239		
SSW	79931	SP	403176	SP	605100	SP	605259		
SSW	79995	SP	403178	SP	605113	SP	605275		
SP	403042	SP	403184	SP	605122	SP	605305		

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5193

State of California
County of San Francisco

On 3-11-93 (DATE) before me, N.M. Ciria-Cruz, Notary Public (NAME, TITLE OF OFFICER - E G , "JANE DOE, NOTARY PUBLIC"),

personally appeared L. 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

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

NNA1

SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document

☐ INDIVIDUAL
☑ CORPORATE OFFICER(S) AVP (TITLE(S))
☐ PARTNER(S) ☐ LIMITED ☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form

TITLE OR TYPE OF DOCUMENT Quitclaim Bill of Sale - Southern Pacific Transp
NUMBER OF PAGES 3 DATE OF DOCUMENT 3-10-93
SIGNER(S) OTHER THAN NAMED ABOVE

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

OBSL1

BUILDER		UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001002	1005	100 TON HOPP	1,500.00	3,282.00	6507	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001005	1005	100 TON HOPP	1,500.00	3,282.00	6507	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001007	1005	100 TON HOPP	1,500.00	3,282.00	6507	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001008	1005	100 TON HOPP	1,500.00	3,282.00	6507	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001019	1005	100 TON HOPP	1,500.00	3,282.00	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001039	1005	100 TON HOPP	1,500.00	3,282.00	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001048	1005	100 TON HOPP	1,500.00	3,282.00	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001053	1005	100 TON HOPP	1,500.00	3,282.00	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001054	1005	100 TON HOPP	1,500.00	3,282.00	6509	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001055	1005	100 TON HOPP	1,500.00	3,282.00	6512	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001058	1005	100 TON HOPP	1,500.00	3,282.00	6512	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	001062	1005	100 TON HOPP	1,500.00	3,282.00	6512	
GEN. AMER. TRANSPORTATION CO.	SP	403042	1005	70 TON HOPP	15,292.33	3,282.00	6503	
GEN. AMER. TRANSPORTATION CO.	SP	403043	1005	70 TON HOPP	15,292.33	3,282.00	6504	
GEN. AMER. TRANSPORTATION CO.	SP	403044	1005	70 TON HOPP	15,292.33	3,282.00	6504	
GEN. AMER. TRANSPORTATION CO.	SP	403047	1005	70 TON HOPP	15,292.33	3,282.00	6504	
GEN. AMER. TRANSPORTATION CO.	SP	403080	1005	70 TON HOPP	15,544.54	3,282.00	6603	
GEN. AMER. TRANSPORTATION CO.	SP	403085	1005	70 TON HOPP	15,858.53	3,282.00	6603	
GEN. AMER. TRANSPORTATION CO.	SP	403095	1005	70 TON HOPP	15,858.54	3,282.00	6603	
GEN. AMER. TRANSPORTATION CO.	SP	403112	1005	70 TON HOPP	14,810.38	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403126	1005	70 TON HOPP	14,810.38	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403132	1005	70 TON HOPP	14,810.38	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403160	1005	70 TON HOPP	14,810.38	3,938.40	6806	
GEN. AMER. TRANSPORTATION CO.	SP	403164	1005	70 TON HOPP	14,810.38	3,938.40	6806	
GEN. AMER. TRANSPORTATION CO.	SP	403168	1005	70 TON HOPP	15,208.64	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403175	1005	70 TON HOPP	15,208.64	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403176	1005	70 TON HOPP	14,810.38	3,938.40	6806	
GEN. AMER. TRANSPORTATION CO.	SP	403178	1005	70 TON HOPP	15,208.64	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403184	1005	70 TON HOPP	14,810.38	3,938.40	6806	
GEN. AMER. TRANSPORTATION CO.	SP	403189	1005	70 TON HOPP	15,208.64	3,938.40	6807	
GEN. AMER. TRANSPORTATION CO.	SP	403202	1005	70 TON HOPP	14,878.70	3,938.40	6806	
GEN. AMER. TRANSPORTATION CO.	SP	403203	1005	70 TON HOPP	14,878.70	3,938.40	6806	
GEN. AMER. TRANSPORTATION CO.	SP	404051	1005	100 TON HOPP	20,977.42	3,282.00	6505	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496039	1005	100 TON HOPP	15,719.93	3,282.00	6502	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496227	1005	100 TON HOPP	15,570.41	3,282.00	6610	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	496276	1005	100 TON HOPP	15,570.40	3,282.00	6610	
PACIFIC CAR & FOUNDRY (PCF)	SP	605016	1005	100 TON BOX	5,250.00	5,907.60	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605050	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605054	1005	100 TON BOX	5,250.00	5,907.60	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605072	1005	100 TON BOX	5,250.00	5,907.60	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605091	1005	100 TON BOX	5,250.00	5,907.60	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605093	1005	100 TON BOX	5,250.00	5,907.60	7211	
PACIFIC CAR & FOUNDRY (PCF)	SP	605100	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605113	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605122	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605144	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605155	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605156	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605160	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605171	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605180	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605198	1005	100 TON BOX	5,250.00	5,907.60	7212	

ATTACHMENT A

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

OBSL1

BUILDER		UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
PACIFIC CAR & FOUNDRY (PCF)	SP	605199	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605209	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605215	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605219	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605222	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605239	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605259	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605275	1005	100 TON BOX	5,250.00	5,907.60	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	605305	1005	100 TON BOX	20,206.23	5,907.60	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605307	1005	100 TON BOX	20,206.23	5,907.60	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605309	1005	100 TON BOX	20,206.23	5,907.60	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605330	1005	100 TON BOX	20,206.22	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605362	1005	100 TON BOX	20,712.22	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605397	1005	100 TON BOX	20,300.22	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605400	1005	100 TON BOX	20,300.22	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605406	1005	100 TON BOX	20,300.22	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605407	1005	100 TON BOX	20,300.22	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605422	1005	100 TON BOX	20,300.21	5,907.60	7312	
PACIFIC CAR & FOUNDRY (PCF)	SP	605452	1005	100 TON BOX	20,206.21	5,907.60	7312	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	624006	1005	100 TON BOX	27,936.69	6,564.00	7008	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	668009	1005	100 TON BOX	24,268.73	6,564.00	7211	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079673	1005	100 TON HOPP	16,101.35	6,564.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079931	1005	100 TON HOPP	16,101.30	6,564.00	7004	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	079995	1005	100 TON HOPP	16,101.30	6,564.00	7004	
76					836,787.51	366,271.20		