



3-130A049

Southern Pacific Lines

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

(415) 541-1785 • Facsimile (415) 495-5436

Gary A. Laakso
General Attorney

RECORDATION NO. 16697-R
FILED 115
Law Department

May 5, 1993

MAY 10 1993 10:50 AM

INTERSTATE COMMERCE COMMISSION 137-335

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 are an original, a certified copy, and four counterparts of a document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document is a Bill of Sale dated April 28, 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. We request that this document be recorded under Recordation No. 16697-R.

The names and addresses of the parties to the Bill of Sale are as follows:

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

Seller: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

MAY 10 10 44 AM '93
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the foregoing Bill of Sale is set forth in its Attachment A attached thereto.

Mr. Sidney L. Strickland, Jr.
May 5, 1993
Page Two

A fee of \$16 is enclosed. Please return the original and three counterparts of the Bill of Sale evidencing the recordation data thereon to:

Gary A. Laakso, Esq.
Southern Pacific Building
One Market Plaza
San Francisco, CA 94105

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

Bill of Sale dated April 28, 1993, between Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, and First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, covering 18 70-ton box cars.

Very truly yours,


Gary A. Laakso

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/10/93

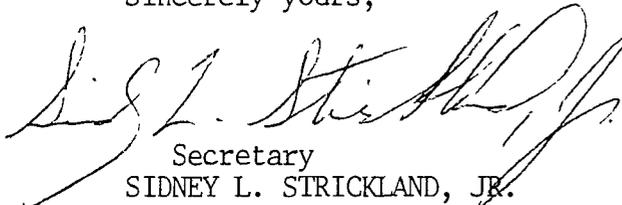
OFFICE OF THE SECRETARY

Gary A. Laakso
General Attorney
Southern Pacific Lines
Southern Pacific Building
One Market Plaza
San Francisco, CA. 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 **5/10/93** at **10:50am**, and assigned recordation number(s). **16697-R, 16785-S 16785-T & 16785-U**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 16697-R FILED 1425

MAY 10 1993 10:50 AM

BILL OF SALE

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 Attachment 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.

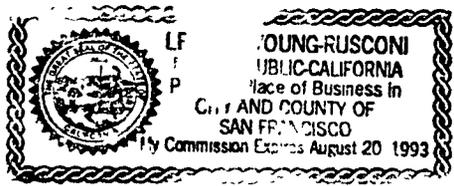
IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by one of its duly authorized officers this 28th day of April, 1993.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: _____
Name Printed: L. C. Varberry
Title: Vice President - Finance

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO ss:

On this 28th day of April, 1993 before me personally appeared L. C. Varberry, to me personally known, who being by me duly sworn, say that he is the Vice President - Finance of Southern Pacific Transportation Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation



Lerona Young-Ruscioni
Signature of Notary Public

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GUNDERSON BROS. (FMC)	SP 245008	SP	70 TON BOX	7407	
GUNDERSON BROS. (FMC)	SP 245283	SP	70 TON BOX	7408	
PACIFIC CAR & FOUNDRY (PCF)	SP 694646	SP	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694675	SP	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694737	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SP 694759	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SP 694766	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SP 694776	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SP 694778	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SP 694779	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SP 694784	SP	70 TON BOX	7402	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023485	SSW	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023544	SSW	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023610	SSW	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023689	SSW	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023696	SSW	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023736	SSW	70 TON BOX	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 023749	SSW	70 TON BOX	7401	

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

ATTACHMENT A

TOTAL 18 UNITS