



16697-7  
JUL 12 1993 10 55 AM  
INTERSTATE COMMERCE COMMISSION

## 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

Law Department

July 8, 1993

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 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 June 30, 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-T.

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

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.  
July 8, 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 June 30, 1993, between Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, Seller, and First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, Buyer, covering eight 70-ton box cars and four 100-ton hopper cars.

Very truly yours,

*Gary A. Laakso*  
*lyr*

Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

7/12/93

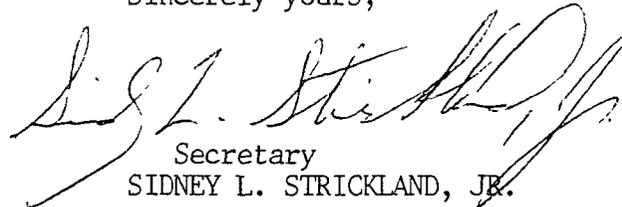
OFFICE OF THE SECRETARY

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

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/12/93** at **10:55AM**, and assigned recordation number(s). **16697-T and 16785-W.**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

16697-T

JUL 12 1993 10 55 AM

INTERSTATE COMMERCE COMMISSION

**BILL OF SALE**

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 30th day of June, 1993.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: \_\_\_\_\_

Name Printed:

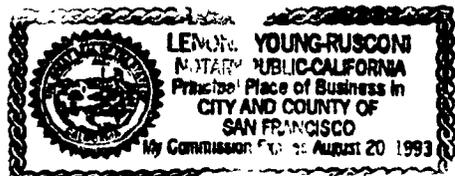
Title:

*L. C. Yarberry*  
L. C. Yarberry

Vice President - Finance

STATE OF CALIFORNIA  
COUNTY OF SAN FRANCISCO ss:

On this 30<sup>th</sup> day of June, 1993 before me personally appeared L. C. Yarberry, 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.



*Lemon Young-Rusconi*  
Signature of Notary Public

SUPPLEMENTED UNITS  
OBSL DATED DECEMBER 29 1989

X0A598

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GUNDERSON BROS. (FMC)	SP 245284	SP	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SP 245288	SP	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SP 245343	SP	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SP 245349	SP	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SP 245350	SP	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SP 245352	SP	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SSW 067505	SSW	70 TON BOX	CAR 7408	
GUNDERSON BROS. (FMC)	SSW 067506	SSW	70 TON BOX	CAR 7408	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074606	SSW	100 TON HOPPER	CAR 7408	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074678	SSW	100 TON HOPPER	CAR 7408	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 074836	SSW	100 TON HOPPER	CAR 7410	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 077653	SSW	100 TON HOPPER	CAR 6907	

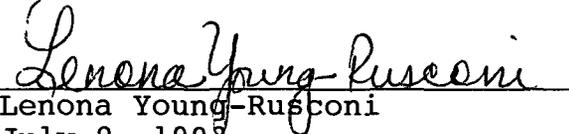
THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 12 UNITS

**CERTIFICATION**

I, LENONA YOUNG-RUSCONI, have compared this copy of the original Bill of Sale dated June 30, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

  
Lenona Young-Rusconi  
Lenona Young-Rusconi  
July 8, 1993