

0100026033



16697-W

OCT 25 1993 - 11 20 AM

Southern Pacific Lines

INTERSTATE COMMERCE COMMISSION

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

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

Gary A. Laakso
General Attorney

Law Department

October 22, 1993

G 4137-335

VIA HAND DELIVERY

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 Quitclaim Bill of Sale dated July 1, 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-W.

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

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

Buyer: Southern Pacific Transportation 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

RECEIVED
OFFICE OF THE
SECRETARY
OCT 25 11 21 AM '93
LICENSES BRANCH

Quarters

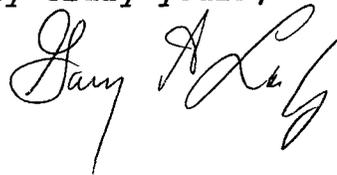
attached thereto.
Mr. Sidney L. Strickland, Jr.
October 22, 1993
Page Two

A fee check in the amount of \$18 is enclosed. Please return the **ORIGINAL and three counterparts** of the Quitclaim Bill of Sale evidencing the recordation data thereon to Mr. Robert W. Alvord for further handling.

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

Quitclaim Bill of Sale dated July 1, 1993, between Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, Buyer, and First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, Seller/Trustee, covering 22 rail cars.

Very truly yours,



Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

10/25/93

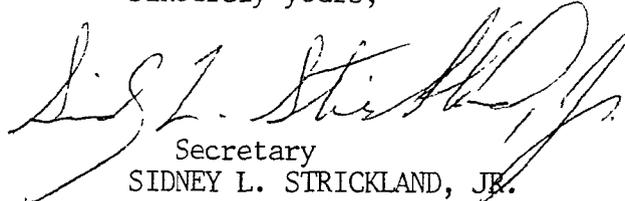
OFFICE OF THE SECRETARY

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 **10/25/93** at **11:30AM**, and assigned recordation number(s). **16697-W and 16785-Z.**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

QUITCLAIM BILL OF SALE

16697-W
RECORDED IN FILED

OCT 25 1993 - 11 30 AM

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	404052	SP	404077	SP	404098
SP	404054	SP	404079	SP	496291
SP	404058	SP	404082	SSW	76900
SP	404059	SP	404084	SSW	76901
SP	404061	SP	404086	SSW	76907
SP	404067	SP	404089	SSW	77226
SP	404070	SP	404092		
SP	404076	SP	404095		

cc Certified Copy
16697-W

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 1st day of July, 1993.

FIRST INTERSTATE BANK OF CALIFORNIA
As Trustee under a Lease Intended as
Security dated as of December 29, 1989

By: [Signature]
Title

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5193

State of California
County of San Francisco

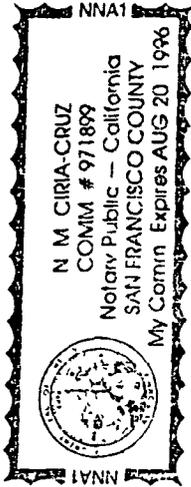
On 7-1-93 before me,
DATE
personally appeared N.M. Ciria-Cruz, Notary Public
NAME, TITLE OF OFFICER - E.G. "JANE DOE, NOTARY PUBLIC"

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.

[Signature]
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
- PARTNER(S) LIMITED GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

TITLE OR TYPE OF DOCUMENT Bill claim full of sale - to 1 enfig

NUMBER OF PAGES 2 DATE OF DOCUMENT 7-1-93

SIGNER(S) OTHER THAN NAMED ABOVE _____

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

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL1 DATE
GEN. AMER. TRANSPORTATION CO.	SP 404052	1005	100 TON HOPPER CAR	6505		
GEN. AMER. TRANSPORTATION CO.	SP 404054	1005	100 TON HOPPER CAR	6506		
GEN. AMER. TRANSPORTATION CO.	SP 404058	1005	100 TON HOPPER CAR	6506		
GEN. AMER. TRANSPORTATION CO.	SP 404059	1005	100 TON HOPPER CAR	6506		
GEN. AMER. TRANSPORTATION CO.	SP 404061	1005	100 TON HOPPER CAR	6506		
GEN. AMER. TRANSPORTATION CO.	SP 404067	1005	100 TON HOPPER CAR	6506		
GEN. AMER. TRANSPORTATION CO.	SP 404070	1005	100 TON HOPPER CAR	6506		
GEN. AMER. TRANSPORTATION CO.	SP 404076	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404077	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404079	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404082	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404084	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404086	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404089	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404092	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404095	1005	100 TON HOPPER CAR	6602		
GEN. AMER. TRANSPORTATION CO.	SP 404098	1005	100 TON HOPPER CAR	6602		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP 496291	1005	100 TON HOPPER CAR	6602		
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 076900	1005	100 TON HOPPER CAR	6610		
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 076901	1005	100 TON HOPPER CAR	7108		
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 076907	1005	100 TON HOPPER CAR	7108		
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 077226	1005	100 TON HOPPER CAR	6907		

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

TOTAL 22 UNITS

ATTACHMENT A

CERTIFICATION

I, LENONA YOUNG-RUSCONI, have compared this copy of the original Quitclaim Bill of Sale dated July 1, 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.

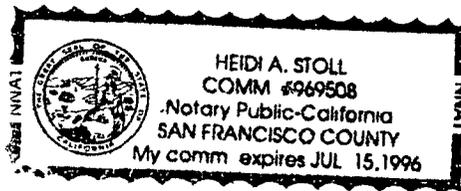
Lenona Young-Rusconi
Lenona Young-Rusconi
October 22, 1993

State of California)
County of San Francisco)

On October 22, 1993, before me, Heidi A. Stoll, Notary Public, personally appeared Lenona Young-Rusconi, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Heidi A. Stoll



Mildred,
this is an
original --
notary
page