

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105
(415) 541-1000

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September 23, 1991

1-269A047

#15
16785 (A)

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VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue,
Washington, D.C. 20423

16785 B
RECORDATION NO. FILED 143

SEP 26 1991 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Re: Lease Intended for Security Dated as of March 5, 1990, Between Southern Pacific Transportation Company, as Lessee, and First Interstate Bank of California, as Agent

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and one photocopy of a Quitclaim Bill of Sale dated March 1, 1991, 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 this is connected is recorded under Recordation No. 16785.

The names and addresses of the parties to the enclosed document are as follows:

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

Lessors: The Institutions Listed on Schedule I hereto

Lessee/
Sublessor: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

SEP 26 11 20 AM '91
RECORDATION DIVISION

Counter parts - CT. Koppeler

Mr. Sidney L. Strickland, Jr.
Page Two
September 23, 1991

Sublessee: St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

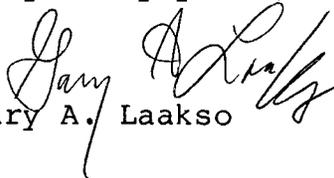
A description of the railroad equipment covered by the foregoing Quitclaim Bill of Sale is set forth in Annex I attached hereto.

A fee of \$15 is enclosed. Please return the photocopy evidencing the recordation data thereon to Gary A. Laakso, Esq., Southern Pacific Building, One Market Plaza, San Francisco, California 94105.

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

Quitclaim Bill of Sale dated March 1, 1991, executed by First Interstate Bank of California, as Agent under the Lease Intended as Security dated as of March 5, 1990.

Very truly yours,


Gary A. Laakso

Enclosures

Schedule I

Principal National Life Insurance Company
711 High Street
Des Moines, Iowa 50392-0800

Principal Mutual Life Insurance Company
711 High Street
Des Moines, Iowa 50392-0800

The Mutual Benefit Life Insurance Company
520 Broad Street
Newark, New Jersey 07102

Modern Woodmen of America
Mississippi River at 17th Street
Rock Island, Illinois 61201-8779

General American Life Insurance Company
P. O. Box 396
St. Louis, Missouri 63166

American Mutual Life Insurance Company
418 6th Avenue
Liberty Building
Des Moines, Iowa 50307

Pan-American Life Insurance Company
Pan-American Life Center
601 Poydras Street
New Orleans, Louisiana 70130

Sun Life Assurance Company of Canada
One Sun Life Executive Park
Wellesley Hills, Massachusetts 02181

Central Life Assurance Company
611 Fifth Avenue
Des Moines, Iowa 50309

CUNA Mutual Insurance Society (Century Investment Management
Company)
CUNA Mutual Insurance Group
Securities Management Department
P. O. Box 2970
Madison, Wisconsin 53701

Century Life of America
CUNA Mutual Insurance Group
5910 Mineral Point Road
P. O. Box 2970
Madison, Wisconsin 53701-0391

Household Commercial of California, Inc.
Household Commercial Financial Services, Inc.
2700 Sanders Road
Prospect Heights, Illinois 60070

Household Bank, f.s.b.
Household Commercial Financial Services, Inc.
2700 Sanders Roads
Prospect Heights, Illinois 60070

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MARCH 1, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT	
SP	243585	FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP	244391	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	354951	FREIGHT CARS	EQUIPPED GONDOLA CARS	71
SP	354956	FREIGHT CARS	EQUIPPED GONDOLA CARS	71
SP	493471	FREIGHT CARS	COVERED HOPPER CARS	63
SP	493561	FREIGHT CARS	COVERED HOPPER CARS	63
SP	600049	FREIGHT CARS	EQUIPPED BOX CARS	61
SP	605456	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605459	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605462	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605487	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605492	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605501	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605504	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605519	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	605524	FREIGHT CARS	EQUIPPED BOX CARS	74
SP	690201	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP	690412	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	68
SP	693553	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SP	693643	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SP	693777	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	693903	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	693978	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	693997	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	694008	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	694192	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	694212	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	695399	FREIGHT CARS	BOX CARS 50' AND LONGER	62
SP	696053	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	65
SP	696104	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	65
SP	696219	FREIGHT CARS	BOX CARS 50' AND LONGER	64
SP	696245	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP	696565	FREIGHT CARS	BOX CARS 50' AND LONGER	62
SP	697107	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	72
SP	699201	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	23049	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	24239	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	74
SSW	25610	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25695	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	28273	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	68
SSW	57342	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	65
SSW	57470	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	65
SSW	77391	FREIGHT CARS	COVERED HOPPER CARS	69
SSW	77524	FREIGHT CARS	COVERED HOPPER CARS	69

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MARCH 1, 1991

CAR INITIALS		CAR TYPE	DESCRIPTION	YEAR BUILT
SSW	77771	FREIGHT CARS	COVERED HOPPER CARS	68
SSW	77778	FREIGHT CARS	COVERED HOPPER CARS	68
SSW	79642	FREIGHT CARS	COVERED HOPPER CARS	70
WCTR	60578	FREIGHT CARS	BOX CARS 50' AND LONGER	72

Interstate Commerce Commission

Washington, D.C. 20423

9/26/91

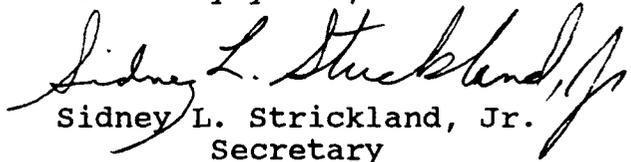
OFFICE OF THE SECRETARY

Gary A. Laakso
Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 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 9/26/91 at 11:25AM, and assigned recordation number(s) .16785-B, 16885-C, 16697-A, 16697-B, 16785-D.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16785-B FILED 1425

QUITCLAIM BILL OF SALE

SEP 26 1991 -11 25 AM

INTERSTATE COMMERCE COMMISSION

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (hereinafter called "Agent") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Agent's right, title and interest in and to the personal property described below (the "Equipment").

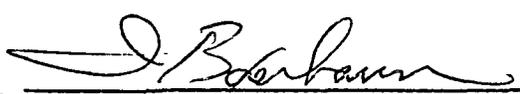
SP 243585	SP 605487	SP 693777	SP 696219	SSW 57342
SP 244391	SP 605492	SP 693903	SP 696245	SSW 57470
SP 354951	SP 605501	SP 693978	SP 696565	SSW 77391
SP 354956	SP 605504	SP 693997	SP 697107	SSW 77524
SP 493471	SP 605519	SP 694008	SP 699201	SSW 77771
SP 493561	SP 605524	SP 694192	SSW 23049	SSW 77778
SP 600049	SP 690201	SP 694212	SSW 24239	SSW 79642
SP 605456	SP 690412	SP 695399	SSW 25610	WCTR 60578
SP 605459	SP 693553	SP 696053	SSW 25695	
SP 605462	SP 693643	SP 696104	SSW 28273	

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 Agent covenants and warrants that said Equipment is free of all liens and encumbrances created by the Agent. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF AGENT, WHETHER WRITTEN, ORAL OR IMPLIED, AND AGENT 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 Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 1st day of MARCH, 1991.

FIRST INTERSTATE BANK OF CALIFORNIA
As Agent under a Lease Intended as
Security dated as of March 5, 1990

By: 
Title ASSISTANT VICE PRESIDENT

