

Southern Pacific Transportation Company

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

(415) 541-1000

CANNON Y HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

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GENERAL COUNSEL LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

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LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER
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September 23, 1991

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G 4137-336

1-269A04

REGISTRATION NO.

16785-C
FILED 1425

SEP 26 1991 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

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 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 May 28, 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 heret

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

SEP 26 11 20 AM '91
NOTION OPENING AGENT

#15
16785-B

Quittance parts - C. P. Kopp

Mr. Sidney L. Strickland, Jr.
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Sublessee: St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

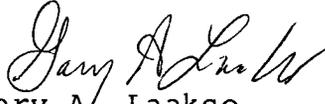
A description of the railroad equipment covered by the foregoing Quitclaim Bill of Sale is set forth in Annex I attached hereto.

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 May 28, 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 MAY 28, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SP 1762	CABOOSES	CABOOSES	66
SP 241256	FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 241328	FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 241423	FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 242453	FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 243403	FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243736	FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 354892	FREIGHT CARS	EQUIPPED GONDOLA CARS	71
SP 354949	FREIGHT CARS	EQUIPPED GONDOLA CARS	71
SP 507713	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	63
SP 508052	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	64
SP 508229	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	64
SP 508252	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	64
SP 513064	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	61
SP 513141	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	61
SP 513666	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	62
SP 520163	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	64
SP 564139	FREIGHT CARS	FLAT CARS - GENERAL SERVICE	63
SP 564678	FREIGHT CARS	FLAT CARS - GENERAL SERVICE	63
SP 564929	FREIGHT CARS	FLAT CARS - GENERAL SERVICE	64
SP 597000	FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	64
SP 600024	FREIGHT CARS	EQUIPPED BOX CARS	61
SP 605476	FREIGHT CARS	EQUIPPED BOX CARS	74
SP 654243	FREIGHT CARS	EQUIPPED BOX CARS	64
SP 654382	FREIGHT CARS	EQUIPPED BOX CARS	64
SP 658187	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 658305	FREIGHT CARS	EQUIPPED BOX CARS	63
SP 658494	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 658517	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 658731	FREIGHT CARS	EQUIPPED BOX CARS	63
SP 674803	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	69
SP 674805	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	69
SP 674921	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 674985	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 675041	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 675055	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 675062	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 676587	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP 676605	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP 676609	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP 676617	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP 690168	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 690203	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 690250	FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MAY 28, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SP	690273	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	63
SP	690449	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	68
SP	691983	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	691991	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693535	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693563	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693575	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693597	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693600	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693618	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693632	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693636	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693639	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693657	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693706	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SP	693731	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693759	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693775	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693778	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693789	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693790	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693808	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693838	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693849	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693884	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693893	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693922	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693934	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693960	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693967	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693975	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693977	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693979	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693980	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	693989	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694021	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694038	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694051	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694059	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694063	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694094	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694111	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694120	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694134	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MAY 28, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SP	694142	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694148	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694182	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694185	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694198	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	694213	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SP	695365	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	62
SP	696007	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SP	696022	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SP	696235	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	64
SP	696290	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	64
SP	696324	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	64
SP	696365	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	64
SP	696423	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	64
SP	696641	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	62
SP	697112	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	72
SP	697156	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	72
SP	697244	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	73
SP	698315	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	68
SP	698396	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SP	698544	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SP	698641	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SP	699162	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	21828	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SSW	21841	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SSW	21872	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	23024	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	23041	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	23046	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	23066	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	23068	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	23112	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	23113	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	71
SSW	25602	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25611	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25615	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25641	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25675	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25684	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25687	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25694	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25710	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25721	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25724	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MAY 28, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SSW	25745	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25763	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25771	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25788	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25790	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25799	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25843	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25851	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25856	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	25866	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	70
SSW	27352	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SSW	27388	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SSW	27449	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	69
SSW	27799	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	28211	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	68
SSW	28283	FREIGHT CARS BOX CARS 50' AND LONGER	68
SSW	28307	FREIGHT CARS BOX CARS 50' AND LONGER	68
SSW	28363	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	68
SSW	28465	FREIGHT CARS BOX CARS 50' AND LONGER	68
SSW	29113	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	63
SSW	29201	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	63
SSW	50050	FREIGHT CARS BOX CARS 50' AND LONGER	66
SSW	57073	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	62
SSW	57383	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	57413	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	57414	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	57452	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	57484	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	57495	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	57498	FREIGHT CARS REFRIGERATOR - NON-MECHANICAL	65
SSW	60665	FREIGHT CARS BOX CARS 50' AND LONGER	72
SSW	60812	FREIGHT CARS BOX CARS 50' AND LONGER	72
SSW	66313	FREIGHT CARS BOX CARS 50' AND LONGER	73
SSW	66510	FREIGHT CARS BOX CARS 50' AND LONGER	73
SSW	77309	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77336	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77375	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77382	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77386	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77401	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77438	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77455	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77508	FREIGHT CARS COVERED HOPPER CARS	69
SSW	77538	FREIGHT CARS COVERED HOPPER CARS	69

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED MAY 28, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SSW 77717	FREIGHT CARS	COVERED HOPPER CARS	68
SSW 77741	FREIGHT CARS	COVERED HOPPER CARS	68
SSW 77779	FREIGHT CARS	COVERED HOPPER CARS	68
SSW 77790	FREIGHT CARS	COVERED HOPPER CARS	68
SSW 79983	FREIGHT CARS	COVERED HOPPER CARS	70

REGISTRATION NO 16785-C
FILED IN

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 1762	SP 654243	SP 691983	SP 693893	SP 694198	SSW 23041	SSW 25843	SSW 57498
SP 241256	SP 654382	SP 691991	SP 693922	SP 694213	SSW 23046	SSW 25851	SSW 60665
SP 241328	SP 658187	SP 693535	SP 693934	SP 695365	SSW 23066	SSW 25856	SSW 60812
SP 241423	SP 658305	SP 693563	SP 693960	SP 696007	SSW 23068	SSW 25866	SSW 66313
SP 242453	SP 658494	SP 693575	SP 693967	SP 696022	SSW 23112	SSW 27352	SSW 66510
SP 243403	SP 658517	SP 693597	SP 693975	SP 696235	SSW 23113	SSW 27388	SSW 77309
SP 243736	SP 658731	SP 693600	SP 693977	SP 696290	SSW 25602	SSW 27449	SSW 77336
SP 354892	SP 674803	SP 693618	SP 693979	SP 696324	SSW 25611	SSW 27799	SSW 77375
SP 354949	SP 674805	SP 693632	SP 693980	SP 696365	SSW 25615	SSW 28211	SSW 77382
SP 507713	SP 674921	SP 693638	SP 693989	SP 696423	SSW 25641	SSW 26283	SSW 77386
SP 608052	SP 674985	SP 693639	SP 694021	SP 696641	SSW 25675	SSW 28307	SSW 77401
SP 508229	SP 675041	SP 693657	SP 694038	SP 697112	SSW 25684	SSW 28363	SSW 77438
SP 508252	SP 675055	SP 693706	SP 694051	SP 697156	SSW 25687	SSW 28465	SSW 77455
SP 513064	SP 675062	SP 693731	SP 694059	SP 697244	SSW 25694	SSW 29113	SSW 77508
SP 513141	SP 676587	SP 693759	SP 694063	SP 698315	SSW 25710	SSW 29201	SSW 77538
SP 513668	SP 676605	SP 693775	SP 694094	SP 698396	SSW 25721	SSW 50050	SSW 77717
SP 520163	SP 676609	SP 693778	SP 694111	SP 698544	SSW 25724	SSW 57073	SSW 77741
SP 564139	SP 676617	SP 693789	SP 694120	SP 698641	SSW 25745	SSW 57383	SSW 77779
SP 564678	SP 690168	SP 693790	SP 694134	SP 699162	SSW 25763	SSW 57413	SSW 77790
SP 564929	SP 690203	SP 693808	SP 694142	SSW 21828	SSW 25771	SSW 57414	SSW 79983
SP 597000	SP 690250	SP 693838	SP 694148	SSW 21841	SSW 25788	SSW 57452	
SP 600024	SP 690273	SP 693849	SP 694182	SSW 21872	SSW 25790	SSW 57484	
SP 605476	SP 690449	SP 693884	SP 694185	SSW 23024	SSW 25799	SSW 57495	

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

28th day of May, 1991

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

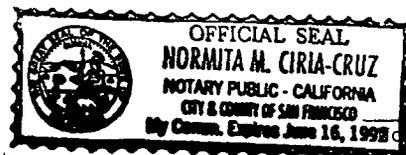
By: [Signature]
Title: ASSISTANT VICE PRESIDENT

STATE OF CALIFORNIA)
) ss.
County of San Francisco)

On this 28th day of May, in the year 1971,
before me, NORMITA M. CIRIA-CRUZ, a Notary Public in and for the
State of California, personally appeared I, BOXERBAUM and

_____ personally known to me (or proved to me
on the basis of satisfactory evidence) to be the ASSISTANT VICE PRESIDENT
and _____, respectively, of FIRST

INTERSTATE BANK OF CALIFORNIA, Trustee, the Corporation described in and
that executed the within instrument, and also known to me to be the
persons who executed it on behalf of said Corporation therein named, and
they acknowledged to me that such Corporation executed it the same as such
Trustee, as therein set forth.



Normita M. Ciria-Cruz
Notary Public for the State of California