

Southern Pacific Transportation Company

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

(415) 541-1000

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16785-D

September 23, 1991

RECORDATION NO _____ FILED 145

SEP 26 1991 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

1-269A047

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ATTORNEYS

G 4137-336

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 August 30, 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

#15

16785

Quintessence - of papers

NO FOR OFFICIAL USE ONLY

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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 August 30, 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 AUGUST 30, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT
SP 1734	1 CABOOSES	CABOOSES	66
SP 240321	2 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 240561	3 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 242298	4 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SP 242950	5 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 242963	6 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 242984	7 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243120	8 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243185	9 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243238	10 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243285	11 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243369	12 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 243989	13 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SP 565427	14 FREIGHT CARS	FLAT CARS - GENERAL SERVICE	70
SP 595583	15 FREIGHT CARS	FLAT CAR - SPECIAL SERVICE	72
SP 621010	16 FREIGHT CARS	EQUIPPED BOX CARS	63
SP 621072	17 FREIGHT CARS	EQUIPPED BOX CARS	63
SP 658437	18 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 675052	19 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 676608	20 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP 676633	21 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SP 690162	22 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 690259	23 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 690299	24 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SP 690414	25 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	68
SP 693592	26 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SP 693598	27 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SP 693679	28 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SP 693766	29 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693787	30 FREIGHT CARS	BOX CARS 50' AND LONGER	71
SP 693829	31 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693857	32 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693869	33 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693894	34 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693900	35 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693912	36 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693950	37 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693958	38 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 693964	39 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 694046	40 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 694050	41 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 694055	42 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 694081	43 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP 694122	44 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71

ATTACHMENT TO QUITCLAIM BILL OF SALE DATED AUGUST 30, 1991

CAR INITIALS	CAR TYPE	DESCRIPTION	YEAR BUILT	
SP	694141	45 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	694164	46 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	694179	47 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	694181	48 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SP	695391	49 FREIGHT CARS	BOX CARS 50' AND LONGER	62
SP	695426	50 FREIGHT CARS	BOX CARS 50' AND LONGER	62
SP	696073	51 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	65
SP	696211	52 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SSW	23005	53 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	23010	54 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	23050	55 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	23078	56 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	23085	57 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	23089	58 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	71
SSW	24238	59 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	74
SSW	24245	60 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	74
SSW	25630	61 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25634	62 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25760	63 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25762	64 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25767	65 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25786	66 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25821	67 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	25845	68 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	70
SSW	28231	69 FREIGHT CARS	BOX CARS 50' AND LONGER	68
SSW	28308	70 FREIGHT CARS	BOX CARS 50' AND LONGER	68
SSW	28319	71 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	68
SSW	29161	72 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	63
SSW	56658	73 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	64
SSW	57062	74 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	62
SSW	57069	75 FREIGHT CARS	REFRIGERATOR - NON-MECHANICAL	62
SSW	60620	76 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60673	77 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60688	78 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60735	79 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60757	80 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60820	81 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60860	82 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	60871	83 FREIGHT CARS	BOX CARS 50' AND LONGER	72
SSW	66325	84 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SSW	67134	85 FREIGHT CARS	BOX CARS 50' AND LONGER	73
SSW	67285	86 FREIGHT CARS	BOX CARS 50' AND LONGER	74

RECORDATION NO. 16785-D
FILED 1425

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QUITCLAIM BILL OF SALE

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 1734	SSW 25821	SSW 60860	SP 243369	SP 693598	SP 694055
SSW 23005	SSW 25845	SSW 60871	SP 243989	SP 693679	SP 694081
SSW 23010	SSW 28231	SSW 66325	SP 565427	SP 693766	SP 694122
SSW 23050	SSW 28308	SSW 67134	SP 595583	SP 693787	SP 694141
SSW 23078	SSW 28319	SSW 67285	SP 621010	SP 693829	SP 694164
SSW 23085	SSW 29161	SP 240321	SP 621072	SP 693857	SP 694179
SSW 23089	SSW 56658	SP 240561	SP 658437	SP 693869	SP 694181
SSW 24238	SSW 57062	SP 242298	SP 675052	SP 693894	SP 695391
SSW 24245	SSW 57069	SP 242950	SP 676608	SP 693900	SP 695426
SSW 25630	SSW 60620	SP 242963	SP 676633	SP 693912	SP 696073
SSW 25634	SSW 60673	SP 242984	SP 690162	SP 693950	SP 696211
SSW 25760	SSW 60688	SP 243120	SP 690259	SP 693958	
SSW 25762	SSW 60735	SP 243185	SP 690299	SP 693964	
SSW 25767	SSW 60757	SP 243238	SP 690414	SP 694046	
SSW 25786	SSW 60820	SP 243285	SP 693592	SP 694050	

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.

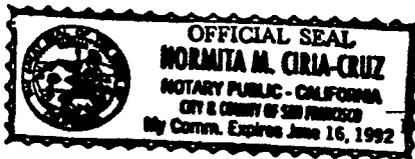
IN WITNESS WHEREOF, the Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 30th day of August, 1991.

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 30th day of August, in the year 1991,
before me, NORMITA M. CIRIA-CRUZ, a Notary Public in and for the
State of California, personally appeared L. 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