Southern Pacific Transportation Company

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

(415) 541-1000

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November 5, 1992

RECORDATION NO 16785 FILED 1425
NOV 6 1992 -10 25 AM
INTERSTATE COMMERCE COMMISSION

G 4137-336

VIA FEDERAL EXPRESS

RECORDATION NO 16785 FILED 1425
NOV 6 1992 -10 25 AM
INTERSTATE COMMERCE COMMISSION

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 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 four counterparts each of two Quitclaim Bills of Sale dated (1) February 26, 1992 and (2) September 2, 1992. Both documents are secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the documents are in connection with is recorded under Recordation No. 16785.

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

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

Lessors: The Institutions Listed on Schedule I hereto

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

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 Quitclaim Bill of Sale is set forth in Attachment A attached thereto.

A fee of $32 is enclosed. Please return four counterparts of each Quitclaim Bill of Sale evidencing the recordation data thereon to the undersigned.

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

Quitclaim Bill of Sale dated February 26, 1992, covering one 50-ton caboose car, one 100-ton gondola car, 28 70-ton flat cars, 15 100-ton box cars, 58 70-ton box cars, and nine 100-ton hopper cars, executed by First Interstate Bank of California, as Agent, under the Lease Intended as Security dated as of March 5, 1990.

Quitclaim Bill of Sale dated September 2, 1992, covering 31 70-ton box cars, six 100-ton box cars, 10 70-ton flat cars, one 100-ton gondola car, and one 100-ton hopper car, 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

G:\lyr\GAL\letters

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 Road
Prospect Heights, Illinois 60070

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RECORDATION NO. 16785-J FILED 1425

NOV 6 1992 10 [illegible] AM

INTERSTATE COMMERCE COMMISSION

QUITCLAIM BILL OF SALE

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	228508	SP	465174	SP	564387	SP	693905	SP	695288	SSW	25850
SP	228515	SP	508355	SP	564642	SP	693949	SP	695390	SSW	25864
SP	228525	SP	508548	SP	600504	SP	693969	SP	695403	SSW	27204
SP	228542	SP	509342	SP	605472	SP	694033	SP	696093	SSW	27398
SP	240197	SP	509698	SP	621055	SP	694035	SP	696412	SSW	27608
SP	240465	SP	513651	SP	658667	SP	694039	SP	698336	SSW	28738
SP	243919	SP	513658	SP	668051	SP	694123	SSW	25707	SSW	63388
SP	244029	SP	563990	SP	693824	SP	695160	SSW	25830	SSW	85346
SP	341227										

Said Equipment is sold on an "as-is, where-is" basis, without any covenent or warranty expressed or implied, of any nature whatsoever except, the Agent covenents 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 2nd day of September, 1992.

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

This Should Be
ICC Recordation No.
16785-J

By: [signature]
Title ASSISTANT VICE PRESIDENT

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL2

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
GUNDERSON BROS. (FMC)	SP	228508	1006	70 TON BOX	7401	
GUNDERSON BROS. (FMC)	SP	228515	1006	70 TON BOX	7401	
GUNDERSON BROS. (FMC)	SP	228525	1006	70 TON BOX	7401	
GUNDERSON BROS. (FMC)	SP	228542	1006	70 TON BOX	7401	
GUNDERSON BROS. (FMC)	SP	240197	1006	70 TON BOX	7202	
GUNDERSON BROS. (FMC)	SP	240465	1006	70 TON BOX	7203	
PACIFIC CAR & FOUNDRY (PCF)	SP	243919	1006	70 TON BOX	7311	
PACIFIC CAR & FOUNDRY (PCF)	SP	244029	1006	70 TON BOX	7312	
GUNDERSON BROS. (FMC)	SP	341227	1006	100 TON GONDOLA	7111	
GREENVILLE STEEL CAR CO.	SP	465174	1006	100 TON HOPPER	7410	
GUNDERSON BROS. (FMC)	SP	508355	1006	70 TON FLAT	6412	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	508548	1006	70 TON FLAT	7201	
GUNDERSON BROS. (FMC)	SP	509342	1006	70 TON FLAT	6801	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	509698	1006	70 TON FLAT	7107	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	513651	1006	70 TON FLAT	6206	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	513658	1006	70 TON FLAT	6206	
GUNDERSON BROS. (FMC)	SP	563990	1006	70 TON FLAT	6304	
GUNDERSON BROS. (FMC)	SP	564387	1006	70 TON FLAT	6309	
GUNDERSON BROS. (FMC)	SP	564642	1006	70 TON FLAT	6310	
AMERICAN CAR & FOUNDRY CO (ACF)	SP	600504	1006	100 TON BOX	6311	
PACIFIC CAR & FOUNDRY (PCF)	SP	605472	1006	100 TON BOX	7401	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	621055	1006	100 TON BOX	6312	
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	658667	1006	100 TON BOX	6311	7307
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	668051	1006	100 TON BOX	7212	
PACIFIC CAR & FOUNDRY (PCF)	SP	693824	1006	70 TON BOX	7101	
PACIFIC CAR & FOUNDRY (PCF)	SP	693905	1006	70 TON BOX	7102	
PACIFIC CAR & FOUNDRY (PCF)	SP	693949	1006	70 TON BOX	7101	
PACIFIC CAR & FOUNDRY (PCF)	SP	693969	1006	70 TON BOX	7101	
PACIFIC CAR & FOUNDRY (PCF)	SP	694033	1006	70 TON BOX	7102	
PACIFIC CAR & FOUNDRY (PCF)	SP	694035	1006	70 TON BOX	7101	
PACIFIC CAR & FOUNDRY (PCF)	SP	694039	1006	70 TON BOX	7101	
PACIFIC CAR & FOUNDRY (PCF)	SP	694123	1006	70 TON BOX	7102	
PACIFIC CAR & FOUNDRY (PCF)	SP	695160	1006	70 TON BOX	6410	7803
PACIFIC CAR & FOUNDRY (PCF)	SP	695288	1006	70 TON BOX	6412	7806
PACIFIC CAR & FOUNDRY (PCF)	SP	695390	1006	70 TON BOX	6202	7905
PACIFIC CAR & FOUNDRY (PCF)	SP	695403	1006	70 TON BOX	6211	7905
PACIFIC CAR & FOUNDRY (PCF)	SP	696093	1006	70 TON BOX	6510	7403
PACIFIC CAR & FOUNDRY (PCF)	SP	696412	1006	70 TON BOX	6410	7411
PACIFIC CAR & FOUNDRY (PCF)	SP	698336	1006	70 TON BOX	6812	
PACIFIC CAR & FOUNDRY (PCF)	SSW	025707	1006	70 TON BOX	7010	
PACIFIC CAR & FOUNDRY (PCF)	SSW	025830	1006	70 TON BOX	7011	
PACIFIC CAR & FOUNDRY (PCF)	SSW	025850	1006	70 TON BOX	7011	
PACIFIC CAR & FOUNDRY (PCF)	SSW	025864	1006	70 TON BOX	7011	
PACIFIC CAR & FOUNDRY (PCF)	SSW	027204	1006	70 TON BOX	6906	
PACIFIC CAR & FOUNDRY (PCF)	SSW	027398	1006	70 TON BOX	6907	
PACIFIC CAR & FOUNDRY (PCF)	SSW	027608	1006	70 TON BOX	6212	7612
PACIFIC CAR & FOUNDRY (PCF)	SSW	028738	1006	100 TON BOX	7108	
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW	063388	1006	70 TON BOX	7106	
THRALL CO.	SSW	085346	1006	70 TON FLAT	6902	

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
FOR OBSL

OBSL2

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION

ATTACHMENT A

TOTAL 49 UNITS

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss
COUNTY OF SAN FRANCISCO)

On September 2, 1992, before me, Sharon R. Stark, personally appeared Irv Boxerbaum personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his 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.

Sharon R. Stark

NNA1 SHARON R STARK
COMM. #968201
Notary Public-California
SAN FRANCISCO COUNTY
My comm. expires JUN 21,1996 NNA1