

Southern Pacific Transportation Company

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

(415) 541-1000

RECORDATION NO. 16785-14 FILED 1425

FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16785-0 FILED 1425

CANNON Y HARVEY
PRESIDENT AND GENERAL COUNSEL

JOHN J CORRIGAN
GENERAL COUNSEL LITIGATION

LOUIS P WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER S DIRECT DIAL NUMBER

(415) 541-1785

RECORDATION NO. 16785-1 FILED 1425

FEB 5 1993 9:55 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 three counterparts each
of the following documents:

1. Quitclaim Bills of Sale dated --
 - (a) October 28, 1992
 - (b) November 27, 1992
2. Bills of Sale dated --
 - (a) December 10, 1992
 - (b) December 10, 1992
 - (c) December 22, 1992

The enclosed 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:

RECORDATION NO. 16785-14 FILED 1425

FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

3-036A.002

ROBERT S BOGASON
DAVID W LONG
CAROL A HARRIS
LELANDE BUTLER
GARY A LAAKSO
STEPHEN A ROBERTS
JAMES M EASTMAN
WAYNE M BOLIO
JOHN D FEENEY
GENERAL ATTORNEYS

BARBARA A SPRUNG
ASSISTANT GENERAL ATTORNEY

ROBERT E PATTERSON
CECELIA C FUSICH
ATTORNEYS

RECORDATION NO. 16785-2 FILED 1425

FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
February 1, 1993
Page Two

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

Lessors: The Institutions Listed on Schedule I hereto

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 Bills of Sale and Bills of Sale is set forth in its
respective Attachment A attached thereto.

A fee of \$80 is enclosed. Please return three counterparts of
each Quitclaim Bill of Sale and 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 October 28, 1992, covering
two 100-ton box cars and 15 100-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 November 25, 1992, covering
one 70-ton box 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.

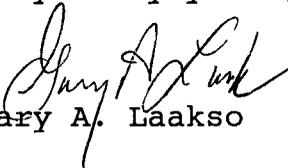
Bill of Sale dated December 10, 1992, covering four
locomotives, executed by First Interstate Bank of
California, as Seller, sells to First Interstate Bank of
California, as Agent, under the Lease Intended as
Security dated as of March 5, 1990.

Bill of Sale dated December 10, 1992, covering nine 70-
ton box cars, executed by First Interstate Bank of
California, as Seller, sells to First Interstate Bank of
California, as Agent, under the Lease Intended as
Security dated as of March 5, 1990.

Mr. Sidney L. Strickland, Jr.
February 1, 1993
Page Three

Bill of Sale dated December 22, 1992, covering six locomotives, executed by Southern Pacific Transportation Company, as Seller, sells to 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

The CIT Group/Equipment Financing, Inc.
1400 Renaissance Drive, Suite 400
Park Ridge, Illinois 60068

Interstate Commerce Commission
Washington, D.C. 20423

2/5/93

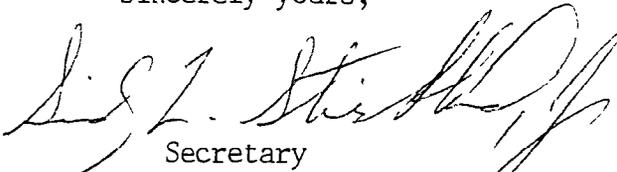
OFFICE OF THE SECRETARY

Gary A Laakso
Southern Pacific Transportation Co.
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Dear **Sir**:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/5/93** at **9:55am**, and assigned recordation number(s). **16785-L, 16785-M, 16785-N, 16785-O, 16785-P**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

CORPORATE ACKNOWLEDGMENT

State of California
County of San Francisco } SS

On this the 24th day of October 1992, before me,
N. M. CIRIA-CRUZ
the undersigned Notary Public, personally appeared

L. BOXERBAUM

personally known to me
 proved to me on the basis of satisfactory evidence
to be the person(s) who executed the within instrument as
ASSISTANT VICE PRESIDENT
or on behalf of the corporation therein

named, and acknowledged to me that the corporation executed it
WITNESS my hand and official seal

Notary's Signature
N. M. Ciria-Cruz



ATTENTION NOTARY: Although the information requested below is **OPTIONAL**, it could prevent fraudulent attachment of this certificate to another document

THIS CERTIFICATE
MUST BE ATTACHED
TO THE DOCUMENT
DESCRIBED AT RIGHT

Title or Type of Document: Quitclaim Sale of Sale
Number of Pages: 1 Date of Document: 10-28-92
Signer(s) Other Than Named Above: none

QUITCLAIM BILL OF SALE

RECORDATION NO. 16785 FILED 1425

FEB 5 1993 8:55 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 600504	SSW 77425	SSW 77710
SP 658667	SSW 77447	SSW 77712
SSW 77231	SSW 77467	SSW 77759
SSW 77322	SSW 77504	SSW 79913
SSW 77394	SSW 77511	SSW 79987
SSW 77421	SSW 77547	

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 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 Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 28th day of October, 1992

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

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

XOA597

OBSL2

BUILDER	OWNER	KIND OF EQUIP	ACTUAL COST	OWED	BUILT	RECONDITION
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON BOX	21,920.38	3,304.00	6311	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON BOX	9,512.05	1,982.40	6311	7307
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	25,770.01	5,947.20	6907	8010
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	15,627.42	5,947.20	6907	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	14,817.80	4,956.00	6801	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	14,817.80	4,956.00	6801	
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	14,817.80	6,608.00	7004	8010
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	26,407.51	6,608.00	7004	8010
AMERICAN CAR & FOUNDRY CO. (ACF)	1006	100 TON HOPP	26,407.51	6,608.00	7004	8010

92,842.40

295,170.57