

Southern Pacific Transportation Company

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

(415) 541-1000

RECORDATION NO. 16785-0 FILED 1425

CANNON Y HARVEY
PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. 16785-14 FILED 1425

FEB 5 1993 9:55 AM

INTERSTATE COMMERCE COMMISSION

JOHN J CORRIGAN
GENERAL COUNSEL LITIGATION

FEB 5 1993 9:55 AM

LOUIS P WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

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

WRITER 5 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.001

ROBERT S BOGASON
DAVID W LONG
CAROL A HARRIS
LELAND E 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.

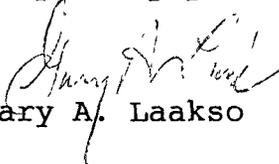
Bill of Sale dated December 10, 1992, covering four locomotives, executed by First Interstate Bank of California, as Seller, sells to First Interstate Bank of California, as Agent, under the Lease Intended as Security dated as of March 5, 1990.

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

FEB 5 1993 9:55 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Seller"), is the owner of the items (together with all repairs, parts, supplies, accessories, equipment and devices affixed thereto or installed thereon, and all warranties, covenants and representations of any manufacturer or vendor thereof, the "Units") of personal property described on Attachment A hereto;

Seller sells, grants, conveys, transfers and assigns title to the Units to FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (as such Agent "Buyer") under that certain Lease Intended for Security, dated as of March 5, 1990, among Seller, Buyer, and certain institutions listed on Schedule I thereto or their successors, and

Seller warrants to Buyer, its successors and assigns, that there is conveyed to Buyer good title to the Units, free and clear of all liens, claims, rights or encumbrances of others (except the rights of seller pursuant to the Lease Intended for Security), and Seller will warrant and defend such title forever against all claims and demands whatsoever.

THIS BILL OF SALE shall be governed by the laws of California without regard to conflict of law principles.

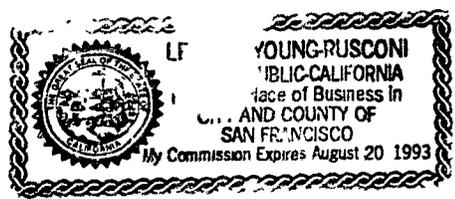
IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by one of its duly authorized officers this 10th day of December, 1992.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: *L.C. Yarberry*
Name Printed: L.C. Yarberry
Title: Vice President - Finance

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO ss:

On this 10th day of December, 1992 before me personally appeared L.C. Yarberry, to me personally known, who being by me duly sworn, say that he is the Vice President - Finance of Southern Pacific Transportation Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Leonora Young Rusconi
Signature of Notary Public

BUILDER	UNIT	OWNER	KIND OF EQUIP	ACTUAL COST	DEPR VALUE	BUILT	RECONDITION
PACIFIC CAR & FOUNDRY (PCF)	SP 694642	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694653	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694655	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694663	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694664	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694665	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SP 694667	SP	70 TON BOX	27,080.76	4,956.00	7401	
PACIFIC CAR & FOUNDRY (PCF)	SSW 060996	SSW	70 TON BOX	17,619.55	5,947.20	7202	
GUNDERSON BROS. (FMC)	SP 241923	SSW	70 TON BOX	13,765.51	5,947.20	7208	
				220,950.38	46,586.40		