# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105
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PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. 16785-M FILED 1425
FEB 5 1993 9:55 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16785-O FILED 1425
FEB 5 1993 9:55 AM
INTERSTATE COMMERCE COMMISSION

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February 1, 1993

3-036A002

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INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 16785-Q FILED 1425
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INTERSTATE COMMERCE COMMISSION

G 4137-336

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 <u>each</u> 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:

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.

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

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INTERSTATE COMMERCE COMMISSION

# BILL OF SALE

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 22nd 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 22nd 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.

LENONA YOUNG-RUSCONI
NOTARY PUBLIC-CALIFORNIA
Principal Office of Business in
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires August 20 1993

Lenona Young-Rusconi
Signature of Notary Public

SUPPLEMENTED UNITS
OBSL DATED MARCH 06 1990

OBSL2

| BUILDER | | UNIT | OWNER | KIND OF EQUIP | ACTUAL COST | DEPR VALUE | BUILT | RECONDITION |
|---|---|---|---|---|---|---|---|---|
| GENERAL MOTORS CORP. (EMD) | SP | 002592 | SP | ES415 04 | 191,552.05 | 84,631.50 | 7110 | |
| GENERAL MOTORS CORP. (EMD) | SP | 004379 | SP | EF618 01 | 132,000.00 | 82,750.80 | 5404 | 7402 |
| GENERAL MOTORS CORP. (EMD) | SP | 006526 | SP | EF425 01 | 204,925.35 | 94,035.00 | 6401 | |
| GENERAL MOTORS CORP. (EMD) | SP | 006544 | SP | EF425 01 | 204,524.51 | 94,035.00 | 6401 | |
| GENERAL MOTORS CORP. (EMD) | SSW | 002511 | SSW | ES415 C02 | 166,716.28 | 84,631.50 | 6904 | |
| GENERAL MOTORS CORP. (EMD) | SSW | 002579 | SSW | ES415 C03 | 167,327.10 | 84,631.50 | 7001 | |
| 6 | | | | | 1,067,045.29 | 524,715.30 | | |