



Southern Pacific Lines

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

(415) 541-1785 • Facsimile (415) 495-5436

Gary A. Laakso  
General Attorney

RECORDATION NO. 16745-2  
FILED 1425

May 5, 1993

RECORDATION NO. 16785-T  
FILED 1425

MAY 10 1993 10:50 AM

Law Department

MAY 10 1993 10:50 AM

INTERSTATE COMMERCE COMMISSION

G 4137-336

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 16785-S  
FILED 1425

MAY 10 1993 10:50 AM

INTERSTATE COMMERCE COMMISSION

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 are an original, a certified copy, and four counterparts of each of the documents described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The documents, all secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177, are:

Two Quitclaim Bills of Sale dated --

- (1) December 11, 1992
- (2) December 11, 1992

A Bill of Sale dated --

April 28, 1993

The primary document to which the documents are in connection with is recorded under Recordation No. 16697. We request that these documents be recorded under Recordation No. 16785-S, 16785-T, and 16785-U, respectively.

The names and addresses of the parties to the Quitclaim Bills of Sale are as follows:

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

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

The names and addresses of the parties to the Bill of Sale are as follows:

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

Seller: Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the foregoing Quitclaim Bills of Sale and Bill of Sale is set forth in its Attachment A attached thereto.

A fee of \$16 is enclosed. Please return the original and three counterparts of the each Quitclaim Bill of Sale and Bill of Sale evidencing the recordation data thereon to:

Gary A. Laakso, Esq.  
Southern Pacific Building  
One Market Plaza  
San Francisco, CA 94105

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

Quitclaim Bill of Sale dated December 11, 1992, between First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, and Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, covering 14 100-ton hopper cars.

Quitclaim Bill of Sale dated December 11, 1992, between First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, and Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, covering 67 100-ton gondola cars.

Bill of Sale dated April 28, 1993, between Southern Pacific Transportation Company, Southern Pacific

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Building, One Market Plaza, San Francisco, CA 94105, and  
First Interstate Bank of California, 345 California  
Street, San Francisco, CA 94104, covering 40 70-ton box  
cars and one 100-ton hopper car.

Very truly yours,

  
Gary A. Laakso

Enclosures

RECORDATION NO. 16785-8  
FILED 1243

MAY 10 1993 10-50 A.

QUITCLAIM BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Trustee (hereinafter called "Trustee") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Trustee's right, title, and interest in and to the personal property described below (the "Equipment").

SP 467502	SP 467519	SP 467525
SP 467510	SP 467521	SP 467537
SP 467511	SP 467522	SP 467538
SP 467514	SP 467523	SP 467539
SP 467516	SP 467524	

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 Trustee covenants and warrants that said Equipment is free of all liens and encumbrances created by the Trustee. 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 Trustee has caused this Quitclaim Bill of Sale to be executed on its behalf on this 11<sup>th</sup> day of December, 1992.

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

By: [Signature]  
Title: ASSISTANT VICE PRESIDENT

**CORPORATE ACKNOWLEDGMENT**

State of California  
County of San Francisco } SS

On this the 11th day of December 19 92, before me,

N M CIRIA-CRUZ  
the undersigned Notary Public, personally appeared

**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



[Signature]  
Notary's Signature

**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 Bill of Sale

Number of Pages 2 Date of Document 12-11-92

Signer(s) Other Than Named Above none

Vertical stamp on the right side of the page, partially legible, containing the date 'DEC 10 1992'.

1ST INTERSTATE BANK  
 RETIRED/DESTROYED UNITS  
 FOR OBSL

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL2 DATE
THRALL CO.	SP 467502	1006	100 TON HOPPER CAR	6310		
" "	SP 467510	1006	100 TON HOPPER CAR	6310		
" "	SP 467511	1006	100 TON HOPPER CAR	6310		
" "	SP 467514	1006	100 TON HOPPER CAR	6310		
" "	SP 467516	1006	100 TON HOPPER CAR	6310		
" "	SP 467519	1006	100 TON HOPPER CAR	6310		
" "	SP 467521	1006	100 TON HOPPER CAR	6311		
" "	SP 467522	1006	100 TON HOPPER CAR	6311		
" "	SP 467523	1006	100 TON HOPPER CAR	6311		
" "	SP 467524	1006	100 TON HOPPER CAR	6311		
" "	SP 467525	1006	100 TON HOPPER CAR	6311		
" "	SP 467537	1006	100 TON HOPPER CAR	6311		
" "	SP 467538	1006	100 TON HOPPER CAR	6311		
" "	SP 467539	1006	100 TON HOPPER CAR	6311		

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 14 UNITS