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

Law Department

RECORDATION NO 16785-T FILED 1425
MAY 10 1993 10-50 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO 16785-U FILED 1425
MAY 10 1993 10-50 AM
INTERSTATE COMMERCE COMMISSION

May 5, 1993

G 4137-336

RECORDATION NO 16785-S FILED 1425
MAY 10 1993 10-50 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 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

G:\lyr\gal\lease\Mar590

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

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

Gary A. Laakso

Enclosures

G:\lyr\gal\lease\Mar590

RECORDATION NO. 16785-T FILED 1425

MAY 10 1993 10:50 AM

INTERSTATE COMMERCE COMMISSION

QUITCLAIM BILL OF SALE

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	341053	SP	341096	SP	341149	SP	341187	SP	341238
SP	341069	SP	341098	SP	341150	SP	341189	SP	341240
SP	341071	SP	341101	SP	341153	SP	341191	SP	341245
SP	341073	SP	341102	SP	341155	SP	341198	SP	341247
SP	341075	SP	341105	SP	341156	SP	341203	SP	341249
SP	341079	SP	341108	SP	341161	SP	241206	SP	341251
SP	341080	SP	341114	SP	341163	SP	341210	SP	341252
SP	341082	SP	341115	SP	341168	SP	341211	SP	341363
SP	341083	SP	341123	SP	341173	SP	341213	SP	341366
SP	341086	SP	341124	SP	341175	SP	341218	SP	341370
SP	341089	SP	341137	SP	341176	SP	341220	SP	341392
SP	341092	SP	341139	SP	341178	SP	341222		
SP	341093	SP	341143	SP	341179	SP	341229		
SP	341095	SP	341147	SP	341181	SP	341232		

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 Trustee covenents 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 11th day of December, 1992

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

By: _____

Title ASSISTANT VICE PRES

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

L. BOXERBA

☑ 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
COMM # 971899
Notary Public — California
SAN FRANCISCO COUNTY
My Comm Expires AUG 20, 1996

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

©1992 NATIONAL NOTARY ASSOCIATION • 8236 Remmet Ave • Canoga Park, Ca 91304-7184

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL2 DATE
GUNDERSON BROS. (FMC)	SP	341053	1006	100 TON GONDOLA	6412		
GUNDERSON BROS. (FMC)	SP	341069	1006	100 TON GONDOLA	6502		
GUNDERSON BROS. (FMC)	SP	341071	1006	100 TON GONDOLA	6812		
GUNDERSON BROS. (FMC)	SP	341073	1006	100 TON GONDOLA	6901		
GUNDERSON BROS. (FMC)	SP	341075	1006	100 TON GONDOLA	6901		
GUNDERSON BROS. (FMC)	SP	341079	1006	100 TON GONDOLA	6902		
GUNDERSON BROS. (FMC)	SP	341080	1006	100 TON GONDOLA	6902		
GUNDERSON BROS. (FMC)	SP	341082	1006	100 TON GONDOLA	6902		
GUNDERSON BROS. (FMC)	SP	341083	1006	100 TON GONDOLA	6902		
GUNDERSON BROS. (FMC)	SP	341086	1006	100 TON GONDOLA	6903		
GUNDERSON BROS. (FMC)	SP	341089	1006	100 TON GONDOLA	6903		
GUNDERSON BROS. (FMC)	SP	341092	1006	100 TON GONDOLA	6903		
GUNDERSON BROS. (FMC)	SP	341093	1006	100 TON GONDOLA	6903		
GUNDERSON BROS. (FMC)	SP	341095	1006	100 TON GONDOLA	6904		
GUNDERSON BROS. (FMC)	SP	341096	1006	100 TON GONDOLA	6904		
GUNDERSON BROS. (FMC)	SP	341098	1006	100 TON GONDOLA	6904		
GUNDERSON BROS. (FMC)	SP	341101	1006	100 TON GONDOLA	6904		
GUNDERSON BROS. (FMC)	SP	341102	1006	100 TON GONDOLA	6904		
GUNDERSON BROS. (FMC)	SP	341105	1006	100 TON GONDOLA	6905		
GUNDERSON BROS. (FMC)	SP	341108	1006	100 TON GONDOLA	6905		
GUNDERSON BROS. (FMC)	SP	341114	1006	100 TON GONDOLA	6905		
GUNDERSON BROS. (FMC)	SP	341115	1006	100 TON GONDOLA	6905		
GUNDERSON BROS. (FMC)	SP	341123	1006	100 TON GONDOLA	6906		
GUNDERSON BROS. (FMC)	SP	341124	1006	100 TON GONDOLA	6907		
GUNDERSON BROS. (FMC)	SP	341137	1006	100 TON GONDOLA	6908		
GUNDERSON BROS. (FMC)	SP	341139	1006	100 TON GONDOLA	6909		
GUNDERSON BROS. (FMC)	SP	341143	1006	100 TON GONDOLA	6909		
GUNDERSON BROS. (FMC)	SP	341147	1006	100 TON GONDOLA	6909		
GUNDERSON BROS. (FMC)	SP	341149	1006	100 TON GONDOLA	6909		
GUNDERSON BROS. (FMC)	SP	341150	1006	100 TON GONDOLA	6909		
GUNDERSON BROS. (FMC)	SP	341153	1006	100 TON GONDOLA	6909		
GUNDERSON BROS. (FMC)	SP	341155	1006	100 TON GONDOLA	6910		
GUNDERSON BROS. (FMC)	SP	341156	1006	100 TON GONDOLA	6910		
GUNDERSON BROS. (FMC)	SP	341161	1006	100 TON GONDOLA	6910		
GUNDERSON BROS. (FMC)	SP	341163	1006	100 TON GONDOLA	6910		
GUNDERSON BROS. (FMC)	SP	341168	1006	100 TON GONDOLA	6911		
GUNDERSON BROS. (FMC)	SP	341173	1006	100 TON GONDOLA	6911		
GUNDERSON BROS. (FMC)	SP	341175	1006	100 TON GONDOLA	6912		
GUNDERSON BROS. (FMC)	SP	341176	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	341178	1006	100 TON GONDOLA	7107		
GUNDERSON BROS. (FMC)	SP	341179	1006	100 TON GONDOLA	7107		
GUNDERSON BROS. (FMC)	SP	341181	1006	100 TON GONDOLA	7107		
GUNDERSON BROS. (FMC)	SP	341187	1006	100 TON GONDOLA	7108		
GUNDERSON BROS. (FMC)	SP	341189	1006	100 TON GONDOLA	7108		
GUNDERSON BROS. (FMC)	SP	341191	1006	100 TON GONDOLA	7108		
GUNDERSON BROS. (FMC)	SP	341198	1006	100 TON GONDOLA	7109		
GUNDERSON BROS. (FMC)	SP	341203	1006	100 TON GONDOLA	7109		
GUNDERSON BROS. (FMC)	SP	341206	1006	100 TON GONDOLA	7109		
GUNDERSON BROS. (FMC)	SP	341210	1006	100 TON GONDOLA	7110		
GUNDERSON BROS. (FMC)	SP	341211	1006	100 TON GONDOLA	7110		
GUNDERSON BROS. (FMC)	SP	341213	1006	100 TON GONDOLA	7110		
GUNDERSON BROS. (FMC)	SP	341218	1006	100 TON GONDOLA	7110		

ATTACHMENT A

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL2 DATE
GUNDERSON BROS. (FMC)	SP	341220	1006	100 TON GONDOLA	7111		
GUNDERSON BROS. (FMC)	SP	341222	1006	100 TON GONDOLA	7111		
GUNDERSON BROS. (FMC)	SP	341229	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	341232	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	341238	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	341240	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	341245	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	341247	1006	100 TON GONDOLA	7201		
GUNDERSON BROS. (FMC)	SP	341249	1006	100 TON GONDOLA	7201		
GUNDERSON BROS. (FMC)	SP	341251	1006	100 TON GONDOLA	7201		
GUNDERSON BROS. (FMC)	SP	341252	1006	100 TON GONDOLA	7206		
BALDWIN, LIMA, HAMILTON CO.	SP	341363	1006	100 TON GONDOLA	6201	7711	
BALDWIN, LIMA, HAMILTON CO.	SP	341366	1006	100 TON GONDOLA	6202	7711	
BALDWIN, LIMA, HAMILTON CO.	SP	341370	1006	100 TON GONDOLA	6202	7712	
GUNDERSON BROS. (FMC)	SP	341392	1006	100 TON GONDOLA	6501	7804	

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

ATTACHMENT A

TOTAL 67 UNITS