



Southern Pacific Lines

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

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Gary A. Laakso
General Attorney

RECORDATION NO 16745-7
FILED 1425

RECORDATION NO 16745-21
FILED 1425

May 5, 1993

MAY 10 1993 10:50 AM Law Department

MAY 10 1993 10:50 AM

INTERSTATE COMMERCE COMMISSION

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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 16785-5
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.

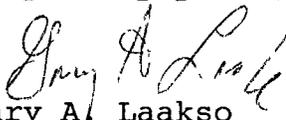
Quitclaim Bill of Sale dated December 11, 1992, between First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, and Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, covering 67 100-ton gondola cars.

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

BILL OF SALE

JAY 1 0 1993 10: 50 AM

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

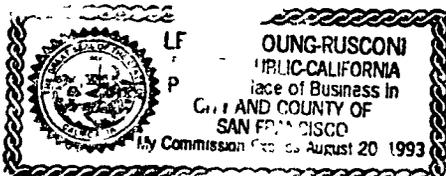
IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by one of its duly authorized officers this 28th day of April, 1993.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO ss:

On this 28th day of April, 1993 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-Ruscioni
Signature of Notary Public

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GUNDERSON BROS. (FMC)	245292	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245294	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245295	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245297	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245298	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245299	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245300	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245305	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245306	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245307	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245308	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245310	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245311	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245312	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245313	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245314	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245315	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245316	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245317	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245318	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245321	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245322	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245323	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245325	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245327	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245328	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245330	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245331	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245333	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245334	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245337	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245340	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245341	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245346	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245347	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245348	SP	70 TON BOX	7408	
GUNDERSON BROS. (FMC)	245411	SP	70 TON BOX	7409	
PACIFIC CAR & FOUNDRY (PCF)	245472	SP	70 TON BOX	7412	
PACIFIC CAR & FOUNDRY (PCF)	245473	SP	70 TON BOX	7412	
PACIFIC CAR & FOUNDRY (PCF)	694647	SP	70 TON BOX	7401	
GEN. AMER. TRANSPORTATION CO.	SSW 079755	SSW	100 TON HOPPER	6405	

ATTACHMENT A

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

ATTACHMENT A

TOTAL 41 UNITS