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

July 29, 1993

RECORDATION NO. 16785-X FILED 1425

AUG 2 1993 3-55 PM

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

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 the document described below, to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177, is a Quitclaim Bill of Sale dated April 29, 1993.

The primary document to which the document is in connection with is recorded under Recordation No. 16785. We request that the document be recorded under Recordation No. 16785-X.

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

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

Buyer: 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 Bill of Sale is set forth in its Attachment A attached thereto.

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A fee of $16 is enclosed. Please **return the ORIGINAL and three counterparts** of the Quitclaim 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 April 29, 1993, between First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, Seller, and Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, Buyer, covering 31 70-ton box cars, two 100-ton box cars, four 100-ton gondola cars, one 70-ton hopper car, five 100-ton hopper cars, 17 70-ton flat cars, and one 100-ton flat car.

Very truly yours,

Enclosures

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RECORDATION NO. 16785-X FILED 1425

QUITCLAIM BILL OF SALE

AUG 2 1993 3-55 PM

INTERSTATE COMMERCE COMMISSION

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

SP	240663	SP	403004	SP	564045	SP	697182	SSW	66950
SP	241337	SP	404028	SP	564077	SP	697318	SSW	67132
SP	242978	SP	404031	SP	564453	SP	697351	SSW	79701
SP	243236	SP	404038	SP	565158	SP	697358	SSW	85290
SP	243387	SP	463301	SP	565404	SP	697411	SSW	85292
SP	243492	SP	508286	SP	565434	SSW	23320	WCTR	60734
SP	243942	SP	508521	SP	565474	SSW	23327	WCTR	240329
SP	244057	SP	508595	SP	595571	SSW	23374	WCTR	240420
SP	244158	SP	508774	SP	693856	SSW	25702	WCTR	241112
SP	354619	SP	508886	SP	694126	SSW	28428		
SP	354637	SP	508892	SP	694136	SSW	28525		
SP	354684	SP	509517	SP	697109	SSW	66920		
SP	354985	SP	509702	SP	697114	SSW	66943		

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 Agent covenents and warrants that said Equipment is free of all liens and encumbrances created by the Agent. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF AGENT, WHETHER WRITTEN, ORAL OR IMPLIED, AND AGENT 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 Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 29th day of April, 1993.

ICC certified
File Copy
ICC #16785-X

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

By: [signature]
Title ASSISTANT VICE P

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5193

State of California
County of San Francisco

On 5-7-93 (DATE) before me, [illegible], Notary Public (NAME, TITLE OF OFFICER - E G , "JANE DOE, NOTARY PUBLIC"),

personally appeared L. BOXERBAUM (NAME(S) OF SIGNER(S)),

☐ personally known to me - **OR** - ☑ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

N·M CIRIA-CRUZ
COMM # 971899
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires AUG 20, 1996

NNA1 NNA1

SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document

☐ INDIVIDUAL
☑ CORPORATE OFFICER(S) AVP (TITLE(S))
☐ PARTNER(S) ☐ LIMITED ☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form

TITLE OR TYPE OF DOCUMENT Quitclaim Bill Yale to Pacific
NUMBER OF PAGES 3 DATE OF DOCUMENT 4-29-93
SIGNER(S) OTHER THAN NAMED ABOVE

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1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL2 DATE
GUNDERSON BROS. (FMC)	SP	240663	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	241337	1006	70 TON BOX CAR	7206		
GUNDERSON BROS. (FMC)	SP	242978	1006	70 TON BOX CAR	7303		
GUNDERSON BROS. (FMC)	SP	243236	1006	70 TON BOX CAR	7304		
PACIFIC CAR & FOUNDRY (PCF)	SP	243387	1006	70 TON BOX CAR	7310		
PACIFIC CAR & FOUNDRY (PCF)	SP	243492	1006	70 TON BOX CAR	7310		
PACIFIC CAR & FOUNDRY (PCF)	SP	243942	1006	70 TON BOX CAR	7311		
PACIFIC CAR & FOUNDRY (PCF)	SP	244057	1006	70 TON BOX CAR	7312		
GUNDERSON BROS. (FMC)	SP	244158	1006	70 TON BOX CAR	7401		
GUNDERSON BROS. (FMC)	SP	354619	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354637	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354684	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354985	1006	100 TON GONDOLA	7112		
GEN. AMER. TRANSPORTATION CO.	SP	403004	1006	70 TON HOPPER CAR	6102		
GEN. AMER. TRANSPORTATION CO.	SP	404028	1006	100 TON HOPPER CAR	6404		
GEN. AMER. TRANSPORTATION CO.	SP	404031	1006	100 TON HOPPER CAR	6403		
GEN. AMER. TRANSPORTATION CO.	SP	404038	1006	100 TON HOPPER CAR	6404		
GREENVILLE STEEL CAR CO.	SP	463301	1006	100 TON HOPPER CAR	6203		
GUNDERSON BROS. (FMC)	SP	508286	1006	70 TON FLAT CAR	6412		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	508521	1006	70 TON FLAT CAR	7201		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	508595	1006	70 TON FLAT CAR	7201		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	508774	1006	70 TON FLAT CAR	7203		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	508886	1006	70 TON FLAT CAR	7204		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	508892	1006	70 TON FLAT CAR	7204		
GUNDERSON BROS. (FMC)	SP	509517	1006	70 TON FLAT CAR	6802		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	509702	1006	70 TON FLAT CAR	7107		
GUNDERSON BROS. (FMC)	SP	564045	1006	70 TON FLAT CAR	6305		
GUNDERSON BROS. (FMC)	SP	564077	1006	70 TON FLAT CAR	6305		
GUNDERSON BROS. (FMC)	SP	564453	1006	70 TON FLAT CAR	6310		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	565158	1006	70 TON FLAT CAR	6810		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	565404	1006	70 TON FLAT CAR	7003		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	565434	1006	70 TON FLAT CAR	7003		
AMERICAN CAR & FOUNDRY CO. (ACF)	SP	565474	1006	70 TON FLAT CAR	7003		
THRALL CO.	SP	595571	1006	100 TON FLAT CAR	7204		
PACIFIC CAR & FOUNDRY (PCF)	SP	693856	1006	70 TON BOX CAR	7101		
PACIFIC CAR & FOUNDRY (PCF)	SP	694126	1006	70 TON BOX CAR	7102		
PACIFIC CAR & FOUNDRY (PCF)	SP	694136	1006	70 TON BOX CAR	7102		
PACIFIC CAR & FOUNDRY (PCF)	SP	697109	1006	70 TON BOX CAR	7211		
PACIFIC CAR & FOUNDRY (PCF)	SP	697114	1006	70 TON BOX CAR	7211		
PACIFIC CAR & FOUNDRY (PCF)	SP	697182	1006	70 TON BOX CAR	7211		
PACIFIC CAR & FOUNDRY (PCF)	SP	697318	1006	70 TON BOX CAR	7301		
PACIFIC CAR & FOUNDRY (PCF)	SP	697351	1006	70 TON BOX CAR	7301		
PACIFIC CAR & FOUNDRY (PCF)	SP	697358	1006	70 TON BOX CAR	7301		
PACIFIC CAR & FOUNDRY (PCF)	SP	697411	1006	70 TON BOX CAR	7301		
PACIFIC CAR & FOUNDRY (PCF)	SSW	023320	1006	70 TON BOX CAR	7210		
PACIFIC CAR & FOUNDRY (PCF)	SSW	023327	1006	70 TON BOX CAR	7210		
PACIFIC CAR & FOUNDRY (PCF)	SSW	023374	1006	70 TON BOX CAR	7210		
PACIFIC CAR & FOUNDRY (PCF)	SSW	025702	1006	70 TON BOX CAR	7010		
PACIFIC CAR & FOUNDRY (PCF)	SSW	028428	1006	100 TON BOX CAR	6803		
PACIFIC CAR & FOUNDRY (PCF)	SSW	028525	1006	100 TON BOX CAR	6812		
PACIFIC CAR & FOUNDRY (PCF)	SSW	066920	1006	70 TON BOX CAR	7309		
PACIFIC CAR & FOUNDRY (PCF)	SSW	066943	1006	70 TON BOX CAR	7309		

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL2 DATE
PACIFIC CAR & FOUNDRY (PCF)	SSW 066950	1006	70 TON BOX CAR	7309		
PACIFIC CAR & FOUNDRY (PCF)	SSW 067132	1006	70 TON BOX CAR	7310		
GEN. AMER. TRANSPORTATION CO.	SSW 079701	1006	100 TON HOPPER CAR	6405		
THRALL CO.	SSW 085290	1006	70 TON FLAT CAR	6902		
THRALL CO.	SSW 085292	1006	70 TON FLAT CAR	6902		
PACIFIC CAR & FOUNDRY (PCF)	WCTR060734	1006	70 TON BOX CAR	7201		
GUNDERSON BROS. (FMC)	WCTR240329	1006	70 TON BOX CAR	7203		
GUNDERSON BROS. (FMC)	WCTR240420	1006	70 TON BOX CAR	7203		
GUNDERSON BROS. (FMC)	WCTR241112	1006	70 TON BOX CAR	7205		

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

ATTACHMENT A

TOTAL 61 UNITS

CERTIFICATION

I, LENONA YOUNG-RUSCONI, have compared this copy of the original Quitclaim Bill of Sale dated April 29, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Lenona Young-Rusconi

Lenona Young-Rusconi
July 29, 1993

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