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RECORDATION NO. 16785-Z FILED 1425

OCT 25 1993 -11 30 AM

INTERSTATE COMMERCE COMMISSION

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

October 22, 1993

G 4137-336

VIA HAND DELIVERY

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

RECEIVED
OFFICE OF THE
SECRETARY
OCT 25 11 27 AM '93
LICENSING BRANCH

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 June 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-Z.

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 attached thereto.

G:\lyr\gal\lease\Mar590

Counterpart - Quitclaim

A fee check in the amount of $18 is enclosed. Please return the **ORIGINAL and three counterparts** of the Quitclaim Bill of Sale evidencing the recordation data thereon to Mr. Robert W. Alvord for further handling.

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

> Quitclaim Bill of Sale dated June 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 60 rail cars.

Very truly yours,

Enclosures

G:\lyr\gal\lease\Mar590

RECORDATION NO 16285-Z FILED

QUITCLAIM BILL OF SALE

OCT 25 1993 -11 30 AM

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	240000	SP	240913	SP	242035	SP	354595	SP	354922
SP	240084	SP	240930	SP	242072	SP	354611	SP	354981
SP	240092	SP	241024	SP	242078	SP	354613	SP	355008
SP	240105	SP	241028	SP	242098	SP	354646	SP	404000
SP	240176	SP	241061	SP	242108	SP	354653	SP	404001
SP	240280	SP	241106	SP	242164	SP	354666	SP	404002
SP	240579	SP	241266	SP	354513	SP	354670	SP	404013
SP	240604	SP	241281	SP	354546	SP	354676	SP	404023
SP	240658	SP	241287	SP	354571	SP	354693	SP	404026
SP	240708	SP	241374	SP	354578	SP	354752	SP	404033
SP	240753	SP	241396	SP	354580	SP	354759	SP	404035
SP	240833	SP	242007	SP	354586	SP	354870	SP	404047

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 June, 1993.

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

By: [signature]
Title ASSISTANT VICE PRESIDENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5193

State of California
County of San Francisco

On 7-1-93 (DATE) before me, N.M. Ciria-Cruz, 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

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 of Sale - So. Pacific

NUMBER OF PAGES 3 DATE OF DOCUMENT 6-29-93

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	240000	1006	70 TON BOX CAR	7202		
GUNDERSON BROS. (FMC)	SP	240084	1006	70 TON BOX CAR	7202		
GUNDERSON BROS. (FMC)	SP	240092	1006	70 TON BOX CAR	7202		
GUNDERSON BROS. (FMC)	SP	240105	1006	70 TON BOX CAR	7202		
GUNDERSON BROS. (FMC)	SP	240176	1006	70 TON BOX CAR	7202		
GUNDERSON BROS. (FMC)	SP	240280	1006	70 TON BOX CAR	7203		
GUNDERSON BROS. (FMC)	SP	240579	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	240604	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	240658	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	240708	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	240753	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	240833	1006	70 TON BOX CAR	7204		
GUNDERSON BROS. (FMC)	SP	240913	1006	70 TON BOX CAR	7205		
GUNDERSON BROS. (FMC)	SP	240930	1006	70 TON BOX CAR	7205		
GUNDERSON BROS. (FMC)	SP	241024	1006	70 TON BOX CAR	7205		
GUNDERSON BROS. (FMC)	SP	241028	1006	70 TON BOX CAR	7205		
GUNDERSON BROS. (FMC)	SP	241061	1006	70 TON BOX CAR	7205		
GUNDERSON BROS. (FMC)	SP	241106	1006	70 TON BOX CAR	7205		
GUNDERSON BROS. (FMC)	SP	241266	1006	70 TON BOX CAR	7206		
GUNDERSON BROS. (FMC)	SP	241281	1006	70 TON BOX CAR	7206		
GUNDERSON BROS. (FMC)	SP	241287	1006	70 TON BOX CAR	7206		
GUNDERSON BROS. (FMC)	SP	241374	1006	70 TON BOX CAR	7206		
GUNDERSON BROS. (FMC)	SP	241396	1006	70 TON BOX CAR	7206		
GUNDERSON BROS. (FMC)	SP	242007	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	242035	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	242072	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	242078	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	242098	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	242108	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	242164	1006	70 TON BOX CAR	7208		
GUNDERSON BROS. (FMC)	SP	354513	1006	100 TON GONDOLA	7105		
GUNDERSON BROS. (FMC)	SP	354546	1006	100 TON GONDOLA	7105		
GUNDERSON BROS. (FMC)	SP	354571	1006	100 TON GONDOLA	7105		
GUNDERSON BROS. (FMC)	SP	354578	1006	100 TON GONDOLA	7105		
GUNDERSON BROS. (FMC)	SP	354580	1006	100 TON GONDOLA	7105		
GUNDERSON BROS. (FMC)	SP	354586	1006	100 TON GONDOLA	7105		
GUNDERSON BROS. (FMC)	SP	354595	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354611	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354613	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354646	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354653	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354666	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354670	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354676	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354693	1006	100 TON GONDOLA	7106		
GUNDERSON BROS. (FMC)	SP	354752	1006	100 TON GONDOLA	7111		
GUNDERSON BROS. (FMC)	SP	354759	1006	100 TON GONDOLA	7111		
GUNDERSON BROS. (FMC)	SP	354870	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	354922	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	354981	1006	100 TON GONDOLA	7112		
GUNDERSON BROS. (FMC)	SP	355008	1006	100 TON GONDOLA	7112		
GEN. AMER. TRANSPORTATION CO.	SP	404000	1006	100 TON HOPPER CAR	6302		

1ST INTERSTATE BANK
RETIRED/DESTROYED UNITS
FOR OBSL

BUILDER		UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	OBSL2 DATE
GEN. AMER. TRANSPORTATION CO.	SP	404001	1006	100 TON HOPPER CAR	6302		
GEN. AMER. TRANSPORTATION CO.	SP	404002	1006	100 TON HOPPER CAR	6302		
GEN. AMER. TRANSPORTATION CO.	SP	404013	1006	100 TON HOPPER CAR	6303		
GEN. AMER. TRANSPORTATION CO.	SP	404023	1006	100 TON HOPPER CAR	6303		
GEN. AMER. TRANSPORTATION CO.	SP	404026	1006	100 TON HOPPER CAR	6404		
GEN. AMER. TRANSPORTATION CO.	SP	404033	1006	100 TON HOPPER CAR	6403		
GEN. AMER. TRANSPORTATION CO.	SP	404035	1006	100 TON HOPPER CAR	6404		
GEN. AMER. TRANSPORTATION CO.	SP	404047	1006	100 TON HOPPER CAR	6404		

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

ATTACHMENT A

TOTAL 60 UNITS

CERTIFICATION

I, LENONA YOUNG-RUSCONI, have compared this copy of the original Quitclaim Bill of Sale dated June 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
October 22, 1993

State of California)
)
County of San Francisco)

On October 22, 1993, before me, Heidi A. Stoll, Notary Public, personally appeared Lenona Young-Rusconi, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Heidi A. Stoll

NNA1 HEIDI A. STOLL
COMM #969508
Notary Public-California
SAN FRANCISCO COUNTY
My comm expires JUL 15,1996 NNA1

G:\lyr\gal\lease\certifc.ate