

# Southern Pacific Transportation Company

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RECORDATION NO. 6050 F  
Filed 1425  
JUN 13 1984 - 2 15 PM  
June 12, 1984

INTERSTATE COMMERCE COMMISSION

4-165A121

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Agreement of Conditional Sale dated as of  
January 1, 1969, among Southern Pacific  
Company, First Pennsylvania Bank, N.A.,  
and General Motors Corporation (Electro-  
Motive Division) -- Declaration of Full  
Payment

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Declaration of Full Payment dated as of May 15, 1984, between Southern Pacific Transportation Company, as successor by merger to former Southern Pacific Company, and First Pennsylvania Bank, N.A., for the above-entitled Agreement of Conditional Sale and Agreement and Assignment dated as of January 1, 1969, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 (former Section 20c) in this matter:

Temporary Agreement of Conditional Sale dated as of January 1, 1969, among Southern Pacific Company, First Pennsylvania Bank, N.A., and General Motors Corporation (Electro-Motive Division), recorded on January 30, 1969, at 11:00 AM, assigned Recordation No. 6050;

Agreement of Conditional Sale dated as of January 1, 1969, recorded on February 5, 1969, at 1:45 PM, assigned Recordation No. 6050-A;

Mr. James H. Bayne  
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Agreement and Assignment dated as of November 26, 1969, recorded on December 22, 1969, at 11:05 AM, assigned Recordation No. 6050-B;

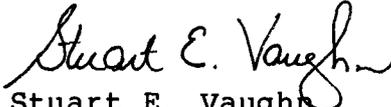
First Supplemental Agreement dated as of February 12, 1982, recorded on March 3, 1982, at 1:25 PM, assigned Recordation No. 6050-C;

Second Supplemental Agreement dated as of November 15, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 6050-D; and

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1983, recorded on January 9, 1984, at 3:00 PM, assigned Recordation No. 6050-E.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three (3) counterparts to her.

Very truly yours,

  
Stuart E. Vaughn

Enclosures

cc: Mr. D. A. Smith  
(Attn: Mr. L. S. Vollmer)  
Mr. E. L. Johnson  
(Attn: Mr. G. J. Reilly  
Mr. S. Jackovich)

JUN 13 1984 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT OF CONDITIONAL SALE

Between

GENERAL MOTORS CORPORATION

(Electro-Motive Division)

And

SOUTHERN PACIFIC COMPANY

Dated as of

January 1, 1969

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DECLARATION OF FULL PAYMENT

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*This Should Be*

*\* 6050-F*

Agreement of Conditional Sale Between  
General Motors Corporation  
(Electro-Motive Division)  
and Southern Pacific Company  
dated as of January 1, 1969

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DECLARATION OF FULL PAYMENT

FIRST PENNSYLVANIA BANK, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation organized and existing under and by virtue of the laws of the State of Pennsylvania, does hereby certify that certain Agreement of Conditional Sale dated as of January 1, 1969, by and between General Motors Corporation (Electro-Motive Division) and Southern Pacific Company, covering the construction, sale and delivery to said Southern Pacific Company of the 34 locomotives therein described, as supplemented by First Supplemental Agreement dated as of February 12, 1982, substituting 2 locomotives for certain destroyed locomotives; as supplemented by Second Supplemental Agreement dated as of November 15, 1983, substituting 4 locomotives for certain unsuitable locomotives; and as supplemented by Assignment and Transfer of Certain Road Equipment dated as of November 15, 1983, releasing 8 destroyed locomotives; said Agreement of Conditional Sale being by General Motors Corporation (Electro-Motive Division) assigned to First Pennsylvania Bank, N.A. by Agreement and Assignment dated as of January 1, 1969, has been fully satisfied, paid and discharged.

Pursuant to Merger Agreement dated February 20, 1969, Southern Pacific Company was merged into Southern Pacific Transportation Company, a Delaware corporation, on November 26, 1969, and Southern Pacific Transportation Company became the corporate successor of Southern Pacific Company. In accordance with said Merger Agreement of February 20, 1969, Southern Pacific Company, by Agreement and Assignment dated as of November 26, 1969, assigned and transferred to Southern Pacific Transportation Company, all of its right, title and interest in, to and under said Agreement of Conditional Sale as of January 1, 1969, and all supplemental agreements thereto, and the said Agreement and Assignment dated as of January 1, 1969 between General Motors Corporation (Electro-Motive Division) and First Pennsylvania Bank, N.A. In said Agreement and Assignment dated as of November 26, 1969, Southern Pacific Transportation Company agreed to assume all of the obligations and duties of Southern Pacific Company under said Agreement of Conditional Sale and Agreement and Assignment dated, respectively, as of January 1, 1969.

First Pennsylvania Bank, N.A. does hereby acknowledge and declare that the purchase money for the equipment covered by said Agreement of Conditional Sale and said First, Second and Third Supplemental Agreements and the Assignment and Transfer of Certain Road Equipment has been paid in full; that all of the terms and conditions of said Agreement of Conditional Sale have been performed; that

Southern Pacific Company and its successor by merger, Southern Pacific Transportation Company, have made all payments and met all charges required by the said Agreement of Conditional Sale; that all of the indebtedness under said Agreement of Conditional Sale, and the interest thereon, have been satisfied; and that the said Agreement of Conditional Sale has terminated.

First Pennsylvania Bank, N.A. does hereby consent that the record of its title to all the equipment covered by said Agreement of Conditional Sale be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Agreement of Conditional Sale wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A. has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 15<sup>th</sup> day of May, 1984.

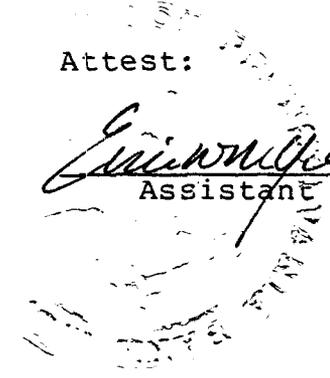
FIRST PENNSYLVANIA BANK, N.A.

By



LYNN A. TUZNSKI  
*Corporate Trust Officer  
and Assistant Secretary*

Attest:



  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 15<sup>th</sup> day of May, 1984, before me personally appeared Lynn A. Turzinski, to me personally known, who being by me duly sworn, says that she is a **CORPORATE TRUST OFFICER** **ASSISTANT SECRETARY** of First Pennsylvania Bank, N.A.; 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public

LYNNE N. MCCORRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 5, 1986