

Southern Pacific Transportation Company

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WRITER'S DIRECT DIAL NUMBER
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VICE PRESIDENT AND GENERAL COUNSEL

November 26, 1985

RECORDATION NO. 5804-8
Filed 11/26

DEC 2 1985 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

3-386A111

NOV 26 1985
DEC 2 1985
DEC 2 1985
ICC Washington, D.C.

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26267 ---
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 47

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment dated as of November 12, 1985, to Equipment Trust Agreement dated as of July 1, 1970, creating Southern Pacific Transportation Company Equipment Trust, Series No. 47, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1970, recorded on August 20, 1970, at 2:50 PM, assigned Recordation No. 5804;

DEC 2 3 19 PM '85
INTERSTATE COMMERCE COMMISSION

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Sublease of Railroad Equipment dated as of October 1, 1970, recorded on November 9, 1970, at 11:10 AM, assigned Recordation No. 5804-A;

First Supplement to Equipment Trust Agreement dated as of October 1, 1972, recorded on January 3, 1973, at 11:30 AM, assigned Recordation No. 5804-B;

Second Supplement to Equipment Trust Agreement dated as of October 1, 1974, recorded on December 23, 1974, at 3:20 PM, assigned Recordation No. 5804-C;

Agreement E - Termination dated as of July 1, 1978, recorded on August 24, 1978, at 2:55 PM, assigned Recordation No. 5804-D;

Supplement to Agreement E dated as of October 1, 1978, recorded on November 9, 1978, at 2:30 PM, assigned Recordation No. 5804-E;

Second Supplement to Agreement E dated as of January 1, 1979, recorded on February 26, 1979, at 10:05 AM, assigned Recordation No. 5804-F;

Third Supplement to Agreement E dated as of April 1, 1979, recorded on August 8, 1979, at 2:35 PM, assigned Recordation No. 5804-G;

Fourth Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 5804-H;

Fourth Supplement to Agreement E dated as of July 1, 1979, recorded on April 22, 1980, at 3:15 PM, assigned Recordation No. 5804-I;

Fifth Supplement to Agreement E dated as of October 1, 1979, recorded on May 22, 1980, at 2:25 PM, assigned Recordation No. 5804-J;

Sixth Supplement to Agreement E dated as of January 1, 1980, recorded on July 21, 1980, at 2:15 PM, assigned Recordation No. 5804-K;

Seventh Supplement to Agreement E dated as of April 1, 1980, recorded on September 15, 1980, at 2:40 PM, assigned Recordation No. 5804-L;

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Fifth Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 16, 1982, at 2:15 PM, assigned Recordation No. 5804-M;

Sixth Supplement to Equipment Trust dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 5804-N; and

Seventh Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 5804-O.

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 and return four (4) each of the same in the enclosed self-addressed, stamped envelope.

Very truly yours,



Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. F. Grady
(Attn: Mr. D. M. Murphy)
Mr. S. E. Vaughn

Interstate Commerce Commission
Washington, D.C. 20423

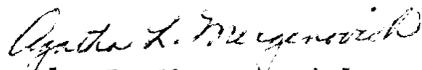
12/2/85

OFFICE OF THE SECRETARY

Lenona Young
Legal Assist.
Southern Pacific Transp. Co.
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/2/85 at 3:25pm, and assigned re-
recording number(s) - 5217-D & 5804-P

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

REGISTRATION NO. 5804 P filed 12/25

DEC 2 1985 - 3 45 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 47

EQUIPMENT TRUST AGREEMENT

Dated as of July 1, 1970

DECLARATION OF FULL PAYMENT

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES NO. 47

Equipment Trust Agreement Dated as of July 1, 1970

DECLARATION OF FULL PAYMENT

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series No. 47", does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that the Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series No. 47, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer

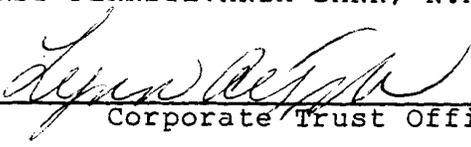
the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 12th day of November, 1985.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By 
Corporate Trust Officer

ATTEST:


Assistant Secretary

