

Southern Pacific Transportation Company

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

(415) 541-1000

THORMUND A. MILLER
VICE PRESIDENT AND GENERAL COUNSEL

RECORDATION NO. *66239*
Filed 1425

SEP 3 1987 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

JOHN J. CORRIGAN
GENERAL SOLICITOR
DOUGLAS E. STEPHENSON
JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEYS

August 31, 1987

ROBERT S. BOGASON
LOUIS P. WARCHOT
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DAVID W. LONG
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GARY A. LAAKSO
JONATHAN M. FIL
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STEPHEN A. ROBERTS
JAMES M. EASTMAN
ASSISTANT GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

Date *9/13/87*
Fee \$ *10.00*
ICC Washington, D.C.

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27090 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 57

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, an original and four (4) fully executed counterparts of Declaration of Full Payment dated as of August 25, 1987, to Equipment Trust Agreement dated as of May 15, 1972, creating Southern Pacific Transportation Company Equipment Trust, Series No. 57, 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 May 15, 1972, recorded on June 9, 1972, at 1:20 PM, assigned Recordation No. 6623;

Ms. Noreta R. McGee
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First Supplement to Equipment Trust Agreement
dated as of November 1, 1974, recorded on
December 26, 1974, at 1:15 PM, assigned
Recordation No. 6623-A;

Second Supplement to Equipment Trust Agreement
dated as of December 7, 1979, recorded on
December 14, 1979, at 4:10 PM, assigned
Recordation No. 6623-B;

Third Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on June 19,
1984, at 3:10 PM, assigned Recordation No. 6623-C;

Fourth Supplement to Equipment Trust Agreement
dated as of May 15, 1985, recorded on June 6,
1985, at 12:55 PM, assigned Recordation No. 6623-D;

Fifth Supplement to Equipment Trust Agreement
dated as of February 10, 1986, recorded on
February 27, 1986, at 1:20 PM, assigned
Recordation No. 6623-E;

Assignment and Transfer of Certain Road Equipment
dated as of February 10, 1986, recorded on
February 27, 1986, at 1:20 PM, assigned
Recordation No. 6623-F;

Sixth Supplement to Equipment Trust Agreement
dated as of September 15, 1986, recorded on
October 27, 1986, at 4:25 PM, assigned
Recordation No. 6623-G;

Assignment and Transfer of Certain Road Equipment
dated as of September 15, 1986, recorded on
October 27, 1986, at 4:25 PM, assigned
Recordation No. 6623-H;

Seventh Supplement to Equipment Trust Agreement
dated as of March 15, 1987, recorded on March 31,
1987, at 11:10 AM, assigned Recordation No. 6623-I;

Assignment and Transfer of Certain Road Equipment
dated as of March 15, 1987, recorded on March 31,
1987, at 11:10 AM, assigned Recordation No. 6623-J;

Eighth Supplement to Equipment Trust Agreement
dated as of June 1, 1987, recorded on July 21,
1987, at 1:15 PM, assigned Recordation No. 6623-K;
and

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Assignment and Transfer of Certain Road Equipment
dated as of June 1, 1987, recorded on July 21,
1987, at 1:15 PM, assigned Recordation No. 6623-L.

When the recording of the Declaration of Full Payment
has been completed, will you kindly endorse, with the
pertinent recording information, all certified counterparts
thereof and return four (4) of the same to the undersigned.

Very truly yours,

Lenona Young
Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

OFFICE OF THE SECRETARY

9/4/87

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

Dear Ms. Young:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/3/87 at 10:40am, and assigned re-
recording number(s). 6623-M

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

RECORDATION NO. *1623-4m* Filed 1926

SEP 3 1987 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 57

EQUIPMENT TRUST AGREEMENT

Dated as of May 15, 1972

DECLARATION OF FULL PAYMENT

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES NO. 57

Equipment Trust Agreement Dated as of May 15, 1972

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 May 15, 1972, 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. 57," 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 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. 57, 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 CON HROMYCH 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 25th day of August, 1987.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By 
Assistant Vice President

ATTEST:


Assistant Secretary

UNITED STATES OF AMERICA)
)
COMMONWEALTH OF PENNSYLVANIA) ss.
)
CITY AND COUNTY OF PHILADELPHIA)

On this 25th day of August, 1987,
before me personally appeared CON HROMYCH, to me
personally known, who, being by me duly sworn, says that she
is Assistant Vice President 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

Commission Expires:

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990