

# Southern Pacific Transportation Company

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San Francisco, California 94105  
(415) 541-1000

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VICE PRESIDENT AND GENERAL COUNSEL

April 25, 1986

5919 H  
APR 29 1986 -9 55 AM  
FILED 1925

APR 29 1986 -9 55 AM

INTERSTATE COMMERCE COMMISSION

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

RE: I.C.C. Finance Docket No. 26436 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 49

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 April 21, 1986, to Equipment Trust Agreement dated as of December 15, 1970, creating Southern Pacific Company Equipment Trust, Series No. 49, 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 December 15, 1970, recorded on January 7, 1971, at 1:30 PM, assigned Recordation No. 5919;

Mr. James H. Bayne  
Page Two  
April 25, 1986

First Supplement to Equipment Trust Agreement  
dated as of October 1, 1972, recorded on January 3,  
1973, at 11:30 AM, assigned Recordation No. 5919-A;

Second Supplement to Equipment Trust Agreement  
dated as of November 1, 1974, recorded on  
December 26, 1974, at 1:15 PM, assigned  
Recordation No. 5919-B;

Third Supplement to Equipment Trust Agreement  
dated as of December 7, 1979, recorded on  
December 14, 1979, at 4:10 PM, assigned  
Recordation No. 5919-C;

Fourth Supplement to Equipment Trust Agreement  
dated as of August 1, 1982, recorded on  
August 16, 1982, at 2:15 PM, assigned  
Recordation No. 5919-D;

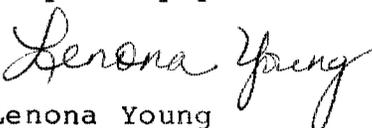
Officer's Certificate dated as of January 31,  
1983, relating to Fourth Supplement to Equip-  
ment Trust Agreement dated as of August 1,  
1982, recorded on February 18, 1983, at 11:35  
AM, assigned Recordation No. 5919-E;

Fifth Supplement to Equipment Trust Agreement  
dated as of June 1, 1984, recorded on June 19,  
1984, at 3:10 PM, assigned Recordation No. 5919-F;  
and

Sixth Supplement to Equipment Trust Agreement  
dated as of May 15, 1985, recorded on June 6,  
1985, at 12:55 PM, assigned Recordation No 5919-G.

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) of the same to the undersigned.

Very truly yours,

  
Lenona Young

Enclosures

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

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 49

REGISTRATION NO. *5919-H* FIOD 1425

APR 29 1986 9 55 AM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT

Dated as of December 15, 1970

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DECLARATION OF FULL PAYMENT

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SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES NO. 49

Equipment Trust Agreement Dated as of December 15, 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 December 15, 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. 49", 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. 49, 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.

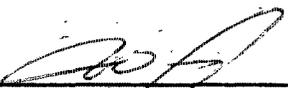
AND it does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, 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 21<sup>ST</sup> day of April, 1986.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By   
Corporate Trust Officer

ATTEST:

  
Assistant Secretary



Interstate Commerce Commission  
Washington, D.C. 20423

4/29/86

OFFICE OF THE SECRETARY

Lenora Young  
Southern Pacific Transp. Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, Calif. 94105

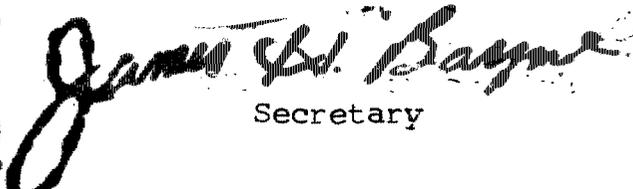
Dear Ms. Young:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/86 at 9:55am and assigned re-  
recording number (s) 5919-H, 6058-G, 6458-G&H 6710-G&H 6776-G&H 6863F&G 7019-J&K

10265-H&I  
10631-H&I

7191-E&F  
7423-F&G  
7573-F&G  
7726-E&F  
7765-F&G  
7850-H&I  
8541-F&G  
8947-E&F  
9116-E&F  
9928-C+D  
9339-D&E

Sincerely yours,



Secretary

Enclosure(s)