

# Southern Pacific Transportation Company

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

(415) 541-1000

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

ROBERT S. BOGASON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
DAVID W. LONG  
CAROL A. HARRIS  
LELANDE E. BUTLER  
GARY A. LAAKSO  
ROGER W. PEARSON  
GENERAL ATTORNEYS  
WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

May 16, 1988

HAROLD S. LENTZ  
JONATHAN M. FIL  
STEPHEN A. ROBERTS  
JAMES M. EASTMAN  
JOSEPH G. BULLIVAN  
ASSISTANT GENERAL ATTORNEYS

DAVID B. BURNETT  
ROBERT E. PATTERSON  
JAMES T. BERTRAM III  
ATTORNEYS

Date 5/23/88  
13 00

RECORDATION NO. 6776  
MAY 23 1988-12 25 PM

MAY 23 1988-12 25 PM

CC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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

RE: I.C.C. Finance Docket No. 27790 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 59

Dear Ms. McGee:

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 May 12, 1988, to Equipment Trust Agreement dated as of September 15, 1972, creating Southern Pacific Transportation Company Equipment Trust, Series 59, 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 September 15, 1972, recorded on October 26, 1972, at 11:15 AM, assigned Recordation No. 6776;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6776-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. 6776-B;

Ms. Noreta R. McGee  
Page Two  
May 16, 1988

Third Supplement to Equipment Trust Agreement  
dated as of August 1, 1982, recorded on August 16,  
1982, at 2:15 PM, assigned Recordation No. 6776-C;

Fourth Supplement to Equipment Trust Agreement  
dated as of October 31, 1983, recorded on December 6,  
1983, at 2:40 PM, assigned Recordation No. 6776-D;

Fifth Supplement to Equipment Trust Agreement  
dated as of June 1, 1984, recorded on June 19,  
1984, at 3:10 PM, assigned Recordation No.  
6776-E;

Sixth Supplement to Equipment Trust Agreement  
dated as of May 15, 1985, recorded on  
June 6, 1985, at 12:55 PM, assigned  
Recordation No. 6776-F;

Seventh Supplement to Equipment Trust Agreement  
dated as of March 31, 1986, recorded on April 29,  
1986, at 9:55 AM, assigned Recordation No. 6776-G;

Assignment and Transfer of Certain Road Equipment  
dated as of March 31, 1986, recorded on April 29,  
1986, at 9:55 AM, assigned Recordation No. 6776-H;

Eighth Supplement to Equipment Trust Agreement  
dated as of May 5, 1987, recorded on June 18,  
1987, at 12:45 PM, assigned Recordation No. 6776-I;  
and

Assignment and Transfer of Certain Road Equipment  
dated as of May 5, 1987, recorded on June 18,  
1987, at 12:45 PM, assigned Recordation No. 6776-J.

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 and return four (4) of the same to the  
undersigned.

Very truly yours,

  
Louis P. Warchot  
General Attorney

Enclosures

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

6776-1K  
RECORDATION NO. \_\_\_\_\_ FILE NO. \_\_\_\_\_

MAY 23 1988-12 05 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES 59

EQUIPMENT TRUST AGREEMENT  
Dated as of September 15, 1972

\_\_\_\_\_  
DECLARATION OF FULL PAYMENT  
\_\_\_\_\_

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES 59

Equipment Trust Agreement Dated as of September 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 September 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 59," 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 59, 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 GEORGE J. RAYZIS 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 12<sup>th</sup> day of May, 1988.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By



Corporate Trust Officer

ATTEST:

  
Assistant Secretary

