

# Southern Pacific Transportation Company

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

JAMES J. TRABUCCO  
SENIOR GENERAL ATTORNEY  
(415) 841-1768

February 16, 1983

RECORDATION NO. *8321-C*

FEB 18 1983 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: Agreement of Conditional Sale dated  
as of April 1, 1976, between Southern  
Pacific Transportation Company, First  
Pennsylvania Bank, N.A., and Whitehead  
& Kales Company

Dear Ms. Mergenovich:

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 Officer's Certificate as to the Type, Cost and Fair Value of Certain Railroad Equipment to be Acquired Under Agreement of Conditional Sale dated as of April 1, 1976 dated as of January 31, 1983, between Southern Pacific Transportation Company and First Pennsylvania Bank, N.A., amending the above-entitled Agreement of Conditional Sale and Agreement and Assignment dated as of April 1, 1976, together with this Company's voucher in payment of the recording fee.

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

Agreement of Conditional Sale dated as of April 1, 1976, between Whitehead & Kales Company and Southern Pacific Transportation Company, recorded on May 11, 1976, at 2:20 PM, assigned Recordation No. 8321;

First Supplemental Agreement dated as of January 7, 1980, between Whitehead & Kales Company and Southern Pacific Transportation Company, recorded on January 23, 1980, at 2:50 PM, and assigned Recordation No. 8321-A; and

Second Supplemental Agreement dated as of August 1, 1981, between Whitehead & Kales Company and Southern Pacific Transportation Company, recorded on August 11, 1981, at 3:40 PM, assigned Recordation No. 8321-B.

*Countersigned - Allbery*

Ms. Agatha L. Mergenovich  
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In connection with the recording of the enclosed Officer's Certificate dated as of January 31, 1983, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Officer's Certificate dated as of January 31, 1983,  
between Southern Pacific Transportation Company,  
Vendee, and First Pennsylvania Bank, N.A., Assignee.

General Description of Equipment Covered by  
Officer's Certificate

6	70-ton, 52'8" box cars; Pullman Standard, builder; lettered SP and numbered 247977 through 247982.
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When the recording of the Officer's Certificate 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 the remainder of the same to her.

Very truly yours,

  
James J. Trabucco *cht*

Enclosures

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INTERSTATE COMMERCE COMMISSION  
 OFFICER'S CERTIFICATE AS TO THE TYPE, COST AND FAIR VALUE  
 OF CERTAIN RAILROAD EQUIPMENT TO BE ACQUIRED UNDER  
 AGREEMENT OF CONDITIONAL SALE DATED  
 AS OF APRIL 1, 1976

TO: First Pennsylvania Bank, N.A., as Assignee Under  
 Agreement of Conditional Sale dated as of April 1,  
 1976, between Whitehead & Kales Company and  
 Southern Pacific Transportation Company

I, D. E. ENRIGHT, Assistant Treasurer of Southern Pacific  
 Transportation Company (hereinafter called the "Company"),  
 hereby certify that the cost and fair value of the following  
 described railroad equipment to be acquired under Agreement  
 of Conditional Sale dated as of April 1, 1976, between  
 Whitehead & Kales Company and Southern Pacific Transportation  
 Company are as set forth below:

<u>Number of Units</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value as of November 1, 1979</u>
6	70-ton, 52'8" box cars; Pullman Standard, builder; lettered SP and numbered 247977 through 247982.	\$244,557	\$242,111

I further certify that the foregoing equipment is standard-  
 gauge railroad equipment, other than passenger cars and work  
 equipment, put into operation after March 31, 1976.

The foregoing equipment shall replace units of equipment  
 transferred to Agreement of Conditional Sale dated as of  
 April 1, 1976, as of January 7, 1980 (First Supplemental  
 Agreement), as follows:

*This should  
 be 8321-C.*

<u>Number of Units</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value as of November 1, 1979</u>
5	70-ton, 52'8" box cars; Pullman Standard, builder; lettered SP and numbered 247983, 247987 through 247989, and 248008.	\$203,814	\$203,814

IN WITNESS WHEREOF, I have hereunto subscribed my name  
and caused the seal of the Company to be hereunto affixed  
this 31st day of January, 1983.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *J. J. Emigh*  
Assistant Treasurer

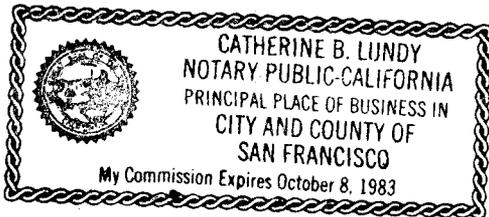
APPROVED AND ACKNOWLEDGED:

By *[Signature]*  
First Pennsylvania Bank, N.A.

DATED: 2/9/83

STATE OF CALIFORNIA )  
 ) ss.  
CITY AND COUNTY OF SAN FRANCISCO )

On this 31st day of January, 1983, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy  
Notary Public