

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

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

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

HAROLD S. LENTZ
JONATHAN M. FIL
JAMES M. EASTMAN
JOSEPH G. SULLIVAN
ASSISTANT GENERAL ATTORNEYS

January 5, 1989

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

(415) 541-1754

RECORDATION NO. 7326-D FROM 1988
JAN 6 1989 11:42 AM
INTERSTATE COMMERCE COMMISSION

VIA DHL

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

RE: Conditional Sale Agreement dated as of
September 1, 1973, among Southern Pacific
Transportation Company, Metropolitan Life
Insurance Company, as Assignee, and
General Electric Company

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 December 28, 1988, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, amending the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of September 1, 1973, 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:

Ms. Noreta R. McGee
Page Two
January 5, 1989

Conditional Sale Agreement dated as of September 1, 1973, between General Electric Company and Southern Pacific Transportation Company, recorded on January 24, 1974, at 2:45 PM, assigned Recordation No. 7320;

Amendment Agreement dated as of May 1, 1976, recorded on June 8, 1976, at 2:55 PM, assigned Recordation No. 7320-A;

First Supplemental Agreement dated as of June 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 7320-B; and

Assignment and Transfer of Certain Road Equipment dated as of June 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 7320-C.

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 the remainder of the same to the undersigned.

Very truly yours,


Louis P. Warchot

Enclosures

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

CONDITIONAL SALE AGREEMENT

Between

GENERAL ELECTRIC COMPANY

And

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Recordation No.

7330-D

RECORDATION NO. 7330-D FILE 1989

JAN. 01 1989 11:19 AM

INTERSTATE COMMERCE COMMISSION

Dated as of

September 1, 1973

DECLARATION OF FULL PAYMENT

Conditional Sale Agreement Between
General Electric Company
and Southern Pacific Transportation Company
dated as of September 1, 1973

RECORDATION NO. 7370-D TIME 15:00

JAN 8 1989 11 10 AM

INTERSTATE COMMERCE COMMISSIC

DECLARATION OF FULL PAYMENT

METROPOLITAN LIFE INSURANCE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York, does hereby certify that certain Conditional Sale Agreement dated as of September 1, 1973, by and between General Electric Company and Southern Pacific Transportation Company, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 11 locomotives therein described, as supplemented by First Supplemental Agreement dated as of June 15, 1987, substituting 10 locomotives for certain destroyed locomotives; said Conditional Sale Agreement by General Electric Company assigned to Metropolitan Life Insurance Company by Agreement and Assignment dated as of September 1, 1973, has been fully satisfied, paid and discharged.

Metropolitan Life Insurance Company does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement and said First Supplemental Agreement has been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that Southern Pacific Transportation Company has made all

payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement, and the interest thereon, have been satisfied; and that the said Conditional Sale Agreement has terminated.

Metropolitan Life Insurance Company does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 28th day of December, 1988.

METROPOLITAN LIFE INSURANCE COMPANY

By Richard G. Clarke

Richard G. Clarke
Associate General Counsel

Attest:

F. V. Maguire
Assistant Secretary

STATE OF NEW YORK)
) ss.
CITY AND COUNTY OF NEW YORK)

On this 28th day of December, 1988, before me personally appeared Richard G. Clarke, to me personally known, who being by me duly sworn, says that he is a Associate General Counsel of Metropolitan Life Insurance Company; 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Daniel N. Wilson
Notary Public

DANIEL N. WILSON
Notary Public, State of New York
No. 24-4920236
Qualified in Kings County
Certificate filed in New York County
Commission Expires June 6, 1990