

# Southern Pacific Transportation Company

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

(415) 541-1000

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LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

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November 13, 1991

8321-4  
RECORDATION NO. FILED 1425

NOV 18 1991 3 40 PM

INTERSTATE COMMERCE COMMISSION

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GENERAL ATTORNEYS

ROBERT E. PATTERSON  
CECELIA C. FUSICH  
ATTORNEYS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Conditional Sale Agreement and Agreement and  
Assignment dated as of April 1, 1976, Among  
Southern Pacific Transportation Company,  
CoreStates Bank, N.A. (formerly First Pennsylvania  
Bank, N.A.), as Agent, and Whitehead & Kales  
Company, as Builder

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of Title 49, United States Code, Section 11303, are an original and four fully executed counterparts of a Declaration of Full Payment, dated November 7, 1991, between Southern Pacific Transportation Company and CoreStates Bank, N.A. terminating the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of April 1, 1976, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Conditional Sale Agreement dated as of April 1, 1976, among Southern Pacific Transportation Company, Whitehead & Kales Company and First Pennsylvania Bank, N.A. (now CoreStates Bank, N.A.), recorded on May 11, 1976, at 2:20 PM, assigned Recordation No. 8321;

Mr. Sidney L. Strickland, Jr.  
Page Two  
November 13, 1991

First Supplemental Agreement dated as of January 7, 1980, recorded on January 23, 1980, at 2:50 PM, assigned Recordation No. 8321-A;

Second Supplemental Agreement dated as of August 1, 1981, recorded on August 11, 1981, at 3:50 PM, assigned Recordation No. 8321-B;

Officer's Certificate dated as of January 31, 1983, recorded on February 18, 1983, at 11:35 AM, assigned Recordation No. 8321-C;

Car Lease Agreement dated June 10, 1983, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8321-D;

Third Supplemental Agreement dated as of September 10, 1984, recorded on October 2, 1984, at 10:05 AM, assigned Recordation No. 8321-E; and

Assignment and Transfer of Certain Road Equipment dated as of September 10, 1984, recorded on October 2, 1984, at 10:05 AM, assigned Recordation No. 8321-F.

In connection with the recording of the Declaration of Full Payment, dated November 7, 1991, terminating the above-entitled Conditional Sale Agreement and Assignment and Assignment dated as of April 1, 1976, the following information is set forth:

Name and Address of Agent - Assignee:

CoreStates Bank, N.A. (formerly First  
Pennsylvania Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Name and Address of Vendee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Also enclosed is a check in the amount of \$16 to cover the required recordation fees.

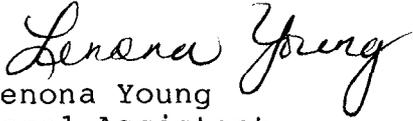
Mr. Sidney L. Strickland, Jr.  
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When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Declaration of Full Payment dated November 7, 1991,  
executed by CoreStates Bank, N.A., as Agent,  
covering railcars and a locomotive.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

11/19/91

OFFICE OF THE SECRETARY

Lenora Young

Legal Assistant

Southern Pacific Transportation Co.

Southern Pacific Building

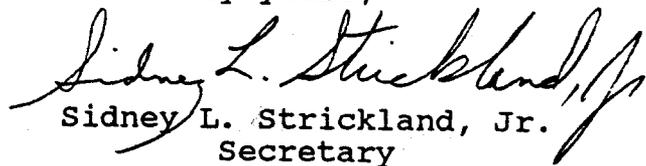
One Market Plaza

San Francisco, Calif. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/18/91 at 3:40pm, and assigned recordation number(s). 10134-I, 9179-J, 8947-O, 8947-P, 9928-K, 9928-L, 8541-N 8937-C, 8321-G & 8368-E

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

REGISTRATION NO. 8321-14

NOV 18 1991 -3 40 PM

INTERSTATE COMMERCE COMMISSION

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CONDITIONAL SALE AGREEMENT

Between

WHITEHEAD & KALES COMPANY

And

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Dated as of

April 1, 1976

DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement Between  
Whitehead & Kales Company  
and  
Southern Pacific Transportation Company  
Dated as of April 1, 1976

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DECLARATION OF FULL PAYMENT

CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, does hereby certify that certain Conditional Sale Agreement dated as of April 1, 1976, by and between WHITEHEAD & KALES COMPANY and SOUTHERN PACIFIC TRANSPORTATION COMPANY, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 300 flat cars therein described, as supplemented by First Supplemental Agreement dated as of January 7, 1980, substituting 5 box cars for certain flat cars; as supplemented by Second Supplemental Agreement dated as of August 1, 1981, substituting 4 box cars for certain equipment; as amended by Officer's Certificate dated January 31, 1983, replacing 6 box cars for the 5 box cars substituted in the First Supplemental Agreement; and as supplemented by Third Supplemental Agreement dated as of September 10, 1984, substituting 1 locomotive for 1 box car and 3 flat cars; said Conditional Sale Agreement being by Whitehead & Kales Company assigned to CoreStates Bank, N.A. by Agreement and Assignment dated as of April 1, 1976, has been fully satisfied, paid and discharged.

CoreStates Bank, N.A. does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement and said First, Second and Third Supplemental Agreements and said Officer's Certificate 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, has been satisfied; and that the said Conditional Sale Agreement has terminated.

CoreStates Bank, N.A. 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, CoreStates Bank, N.A. 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 7th day of November, 1991.

CORESTATES BANK, N.A.

By C Wood  
Corporate Trust Officer

ATTEST:

[Signature]  
~~Assistant Secretary~~  
VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA )  
 )  
CITY AND COUNTY OF PHILADELPHIA )

On this  7th  day of November, 1991, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES 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. Collins   
Notary Public

