

RECORDATION NO. 7876-0 FILED IN

FEB 26 1991 -9 55 AM

INTERSTATE COMMERCE COMMISSION

CONDITIONAL SALE AGREEMENT

Between

THRALL CAR MANUFACTURING COMPANY

And

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Dated as of

March 1, 1975

Recordation No.

7876-0

ICC Copy

DECLARATION OF FULL PAYMENT

Conditional Sale Agreement Between
Thrall Car Manufacturing Company
and Southern Pacific Transportation Company
dated as of March 1, 1975

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 March 1, 1975, by and between Thrall Car Manufacturing Company and Southern Pacific Transportation Company, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 100 gondola cars therein described, as supplemented by First Supplemental Agreement dated as of November 15, 1985, substituting 2 hopper cars for a certain destroyed gondola car; said Conditional Sale Agreement being by Thrall Car Manufacturing Company assigned to Metropolitan Life Insurance Company by Agreement and Assignment dated as of March 1, 1975, 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, has 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 canceled 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 13th day of ~~January~~ ^{February}, 1991.

METROPOLITAN LIFE INSURANCE COMPANY

By John C. Kwole
VICE-PRESIDENT AND INVESTMENT COUNSEL

Attest:

[Signature]
Assistant Secretary

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

On this 13th day of ^{February} ~~January~~, 1991, before me personally appeared John C. Kelsh, to me personally known, who being by me duly sworn, says that he is a VICE-PRESIDENT AND INVESTMENT 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.

Audrey Fishbein
Notary Public

AUDREY FISHBEIN
Notary Public, State of New York
No. 24-4956221
Qualified in Kings County
Certificate Filed in New York County
Commission Expires September 11, 1991