

UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 10272-FF

FILED



APR 17 '97

10:01 AM

Southern Pacific Building • One Market Plaza • San Francisco, CA 94105  
(415) 541-1757 • Facsimile (415) 495-5436

Lenona Young  
Paralegal

Room 816  
Law Department

April 15, 1997

Via UPS

Surface Transportation Board  
Recordation Department, Room 704  
1925 K Street, N.W.  
Washington, D.C. 20423

APR 17 10 01 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RE: Conditional Sale Agreement dated as of April 1, 1979  
Between Each of ACF Industries, Incorporated, Bethlehem  
Steel Corporation, Portec, Inc., FMC Corporation,  
Greenville Steel Car Company, General Electric Company, and  
Southern Pacific Transportation Company;  
and Agreement and Assignment dated as of April 1,  
1979 Between Each of ACF Industries, Incorporated,  
Bethlehem Steel Corporation, Portec, Inc., FMC Corporation,  
Greenville Steel Car Company, and General Electric Company,  
Builders, and Metropolitan Life Insurance Company, Assignee

Dear Sir:

Enclosed are an original and four counterparts of a document  
described below, to be recorded pursuant to the provisions of 49 U.S.C.  
Section 11303.

The document is a Declaration of Full Payment, executed on April  
14, 1997. The document is a secondary document, as defined in the  
Board's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which the document is in connection with  
is recorded under Recordation No. 10272. We request that this document  
be recorded under Recordation No. 10272-FF.

The names and addresses of the parties to the Declaration of Full  
Payment are as follows:

Assignee: Metropolitan Life Insurance Company  
One Madison Avenue  
New York, New York 10010

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

Surface Transportation Board  
April 15, 1997  
Page Two

A fee of \$24 is enclosed. Please return the four counterparts of the Declaration of Full Payment evidencing the recordation data thereon to the undersigned. **A completed UPS airbill is enclosed for the return of the Declarations. Please note that the Board will not be charged by UPS.**

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

Declaration of Full Payment, executed on April 14, 1997, by Metropolitan Life Insurance Company, as Assignee, covering nine locomotives, 313 100-ton hopper cars, 226 70-ton box cars, 74 70-ton flat cars with enclosed bilevel superstructures, and 346 70-ton flat cars with trilevel superstructures.

Very truly yours,

A handwritten signature in cursive script that reads "Lenora Young". The signature is written in dark ink and is positioned to the right of the typed name "Lenora Young".

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

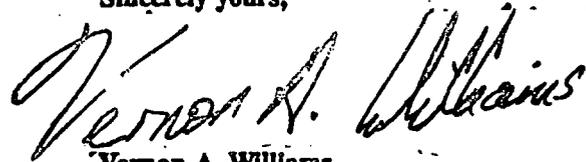
4/17/97

Leona Young  
Union Pacific Railroad Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, CA., 94105

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/17/97 at 10:01 AM, and assigned recordation number(s). 10272-FF and 10864-K

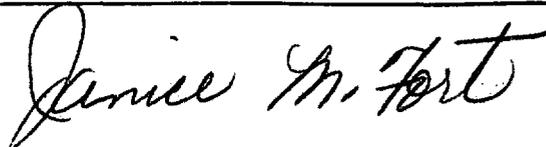
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



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CONDITIONAL SALE AGREEMENT

Between Each of  
ACF INDUSTRIES, INCORPORATED,  
BETHLEHEM STEEL CORPORATION,  
PORTEC, INC.,  
FMC CORPORATION,  
GREENVILLE STEEL CAR COMPANY,  
GENERAL ELECTRIC COMPANY,  
and  
SOUTHERN PACIFIC TRANSPORTATION COMPANY

Dated as of  
April 1, 1979

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DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement  
Dated as of April 1, 1979  
Between Each of  
ACF Industries, Incorporated,  
Bethlehem Steel Corporation,  
Portec Inc.,  
FMC Corporation,  
Greenville Steel Car Company,  
General Electric Company,  
and  
Southern Pacific Transportation Company

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DECLARATION OF FULL PAYMENT

METROPOLITAN LIFE INSURANCE COMPANY, a corporation duly 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 April 1, 1979, by and between each of BETHLEHEM STEEL CORPORATION, PORTEC, INC., FMC CORPORATION, GREENVILLE STEEL CAR COMPANY, GENERAL ELECTRIC COMPANY, and SOUTHERN PACIFIC TRANSPORTATION COMPANY, covering the construction, sale and delivery to said Southern Pacific Transportation Company of 550 flat cars with superstructures, 148 box cars, 500 hopper cars, and 4 locomotive slug units therein described; and as amended by Amendment Agreement dated as of October 1, 1979 deleting 60 hopper cars and adding ACF INDUSTRIES, INCORPORATED, builder of 47 additional box cars; and as supplemented as follows:

- (a) First Supplemental Agreement dated as of October 31, 1982, substituting 4 box cars for 3 flat cars which were destroyed;
- (b) Second Supplemental Agreement dated as of October 31, 1982, substituting 4 box cars for 3 box cars which were destroyed;
- (c) Third Supplemental Agreement dated as of October 31, 1982, substituting 12 box cars for 13 hopper cars which were destroyed;
- (d) Fourth Supplemental Agreement dated as of October 31, 1982, substituting 3 box cars for 2 box cars which were destroyed;
- (e) Fifth Supplemental Agreement dated as of July 31, 1986, substituting 2 box cars for 1 box car which was destroyed;
- (f) Sixth Supplemental Agreement dated as of July 31, 1986, substituting 1 locomotive for 5 flat cars which were destroyed;
- (g) Seventh Supplemental Agreement dated as of July 31, 1986, substituting 4 box cars for 3 box cars which were destroyed;
- (h) Eighth Supplemental Agreement dated as of July 31, 1986, substituting 2 locomotives for 1 box car and 27 hopper cars which were destroyed;

- (i) Ninth Supplemental Agreement dated as of October 1, 1990, substituting 10 box cars for 5 flat cars which were destroyed;
- (j) Tenth Supplemental Agreement dated as of October 1, 1990, substituting 2 box cars for 2 box cars which were destroyed;
- (k) Eleventh Supplemental Agreement dated as of October 1, 1990, substituting 2 locomotives for 18 hopper cars which were destroyed;
- (l) Twelfth Supplemental Agreement dated as of November 15, 1991, substituting 1 box car for 1 box car which was unsuitable for use;
- (m) Thirteenth Supplemental Agreement dated as of November 15, 1991, substituting 1 box car for 1 box car which was unsuitable for use;
- (n) Fourteenth Supplemental Agreement dated as of November 15, 1991, substituting 9 box cars and 1 locomotive for 10 hopper cars and 1 locomotive which were unsuitable for use;
- (o) Fifteenth Supplemental Agreement dated as of September 30, 1992, substituting 1 locomotive for 24 hopper cars and 2 box cars which were unsuitable for use;

said Conditional Sale Agreement being by ACF Industries, Incorporated, Bethlehem Steel Corporation, FMC Corporation, General Electric Company, Greenville Steel Car Company, and Portec, Inc. assigned to Metropolitan Life Insurance Company, by Agreement and

Assignment dated as of April 1, 1979, 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, said Amendment Agreement and said Supplemental Agreements 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 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

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74CS479A  
TRUSTS-6

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979  
WITH GENERAL MOTORS CORP. - ELECTRO MOTIVE DIV.  
"METROPOLITAN LIFE INSURANCE COMPANY, ASSIGNEE"  
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
PURCHASED UNDER ORDER P-1151

4 - Slug Locomotive Units

SP 1010 - 1013

0 - Locomotive (15th Suppl)

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979  
WITH FMC CORPORATION.

"METROPOLITAN LIFE INSURANCE COMPANY, ASSIGNEE"  
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
PURCHASED UNDER ORDER P-3379

139 - 70 Ton Box Cars

SP 246260 - 246261  
246263 - 246265  
246267 - 246276  
246278 - 246293  
246295 - 246312  
246314  
246316 - 246378  
246380 - 246387  
246389 - 246404  
246406 - 246407

7 - 70 Ton Box Cars

SP 248015  
248020  
248022  
248115 - 248118

2 - 70 Ton Box Cars (10th Suppl)

SP 246412 - 246413

1 - 70 Ton Box Cars (13th Suppl)

SP 248149

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979

WITH A.C.F. INDUSTRIES,

"METROPOLITAN LIFE INSURANCE COMPANY, ASSIGNEE"

AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,

PURCHASED UNDER ORDER P-3390

41 - 70 Ton Box Cars

SP 247597 - 247603

247605 - 247607

247609 - 247613

247615 - 247624

247626 - 247634

247636 - 247642

5 - 70 Ton Box Cars

SP 248037 - 248039

248119 - 248120

0 - 100 Ton Box Car (12th Suppl)

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979  
WITH GREENVILLE STEEL CAR COMPANY,  
"METROPOLITAN LIFE INSURANCE COMPANY, ASSIGNEE"  
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
PURCHASED UNDER ORDER P-3888

313 - 100 Ton Open Top Hopper Cars

SP 466550 - 466554  
466556 - 466557  
466559  
466561  
466563 - 466571  
466574 - 466583  
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466962 - 466963  
466967 - 466975  
466977 - 466979  
466981 - 466986  
466988 - 466989

11 - 70 Ton Box Cars

248024 - 248025  
248027 - 248029  
248031 - 248036

2 - Diesel Locomotives

SP 6332 - 6333

1 - Diesel locomotives (11th Suppl)

SP 1537

1 - Diesel locomotives (14th Suppl)

SP 6336

6 - 70 Ton Box Cars (14th Suppl)

SP 246414

248134

248138

248162

248190

248199

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979  
WITH BETHLEHEM STEEL COMPANY AND PORTEC, INC.  
"METROPOLITAN LIFE INSURANCE COMPANY, ASSIGNEE"  
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
PURCHASED UNDER ORDER P-3387 AND 0701-00-78310

346 - 70 Ton Lo-Level Flat Cars with Tri Level Superstructures

SP 516453 - 516603  
516605  
517365 - 517413  
517415 - 517449  
517451 - 517484  
517486 - 517561

1 - Diesel locomotive

SP - 6310

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 1, 1979  
WITH BETHLEHEM STEEL COMPANY AND PORTEC, INC  
"METROPOLITAN LIFE INSURANCE COMPANY, ASSIGNEE"  
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY.  
PURCHASED UNDER ORDER P-3386 and 0701-00-78210

74 - 70 Ton Standard Deck Flat Cars With Enclosed Bilevel Super  
Structures

SP 518000  
518004 - 518006  
518010  
518012 - 518013  
518016  
518021  
518027  
518030  
518032  
518036  
518038  
518040 - 518042  
518044  
518047  
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518056 - 518058  
518062 - 518069  
518076  
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518163  
518166 - 518167  
518170 - 518171  
518176  
518180 - 518181

518192 - 518194

518197 - 518199

4 - 70 Ton Box Cars

SP 248011 - 248014

10 - 70 Ton Box Cars (9th Suppl)

SP 247920 - 247929

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988

Issued by Accounting Department  
San Francisco, California 94105