

UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 11757-F FILED



APR 29 '97 10-12AM

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 28, 1997

Via UPS

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 29 10 12 AM '97

RE: Conditional Sale Agreement dated as of April 15, 1980 Between Each of ACF Industries, Incorporation, General Motors Corporation (Electro-Motive Division), and Southern Pacific Transportation Company; and Agreement and Assignment dated as of September 15, 1979 Between Each of ACF Industries, Incorporated, General Motors Corporation (Electro-Motive Division), and CoreStates Bank, N.A. (formerly First Pennsylvania Bank, N.A.), as Agent

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 16, 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. 11757. We request that this document be recorded under Recordation No. 11757-F.

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

Assignee: CoreStates Bank, N.A.
(formerly First Pennsylvania Bank, N.A.)
c/o Mellon Bank, 199-5000
701 Market Street
Philadelphia, Pennsylvania 19106

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

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 16, 1997, by CoreStates Bank, N.A., as Assignee, covering 50 locomotives and 141 100-ton hopper cars.

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

APR 29 '97

10-12AM

CONDITIONAL SALE AGREEMENT

Between Each of

GENERAL MOTORS CORPORATION
(Electro-Motive Division),

and

ACF INDUSTRIES, INCORPORATED

and

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Dated as of

April 15, 1980

APR 29 10 12 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

STB Copy
Recordation #
11757-F

DECLARATION OF FULL PAYMENT

Conditional Sale Agreement
Between Each of
General Motors Corporation (Electro-Motive Division),
ACF Industries, Incorporated,
and
Southern Pacific Transportation Company
dated as of April 15, 1980

DECLARATION OF FULL PAYMENT

CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association duly 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 15, 1980, by and between each of ACF INDUSTRIES, INCORPORATED, GENERAL MOTORS CORPORATION (Electro-Motive Division), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 155 hopper cars and 47 locomotives therein described and as supplemented as follows:

- (a) Relating to General Motors Corporation (Electro-Motive Division) equipment: by First Supplemental Agreement dated as of July 1, 1991, substituting 2 locomotives for 1 locomotive which was unsuitable for use; and
- (b) Relating to ACF Industries, Incorporated equipment: by Second Supplemental Agreement dated as of July 1, 1991,

substituting 2 locomotives for 14 hopper cars which were unsuitable for use;

said Conditional Sale Agreement being by ACF Industries, Incorporated and General Motors Corporation (Electro-Motive Division) assigned to CoreStates Bank, N.A. by Agreement and Assignment dated as of April 15, 1980, 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 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.

CoreStates Bank, N.A. 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, CoreStates Bank, N.A. has caused this instrument to be executed in several counterparts by its proper

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

CONDITIONAL SALE AGREEMENT DATED APRIL 15, 1980
WITH A.C.F. INDUSTRIES
"FIRST PENNSYLVANIA BANK, N.A. ASSIGNEE"
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,
PURCHASED UNDER ORDER P-3395

- 100 Ton Covered Hopper Cars

SP 496545 - 496549
496551 - 496560
496563 - 496566
496568 - 496583
496584 - 496607
496609 - 496621
496623 - 496626
496628 - 496635
496637 - 496649
496651 - 496667
496668 - 496671
496673 - 496678
496679 - 496681
496683 - 496686
496688 - 496691
496693 - 496698

24 - 2000 H.P. Diesel Freight Locomotive
SP 4818 - 4841

1 - 3000 H.P. Diesel Freight Locomotive
SP 7959

21 - 3000 H.P. Diesel Freight Locomotives
SP 8256 - 8259
8261 - 8277

2 - 3000 H.P. Diesel Freight Locomotives (1st Suppl)
SP 7301 - 7302

2 - 3000 H.P. Diesel Freight Locomotives (2nd Suppl)
SP 7304, SP-7317