

UNION PACIFIC RAILROAD COMPANY

RECORDATION NO. 11337-0 FILED

APR 29 '97

10-12 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 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 September 15, 1979 Between Each of ACF Industries, Incorporation, General Motors Corporation (Electro-Motive Division), and PACCAR, Inc. 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), PACCAR Inc., 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. 11337. We request that this document be recorded under Recordation No. 11337-0.

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

Surface Transportation Board  
April 28, 1997  
Page Two

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 three locomotives, five 100-ton hopper cars, 518 70-ton box cars, 31 100-ton box cars, and 28 cabooses.

Very truly yours,



Enclosures

Surface Transportation Board  
Washington, D.C. 20423-0001

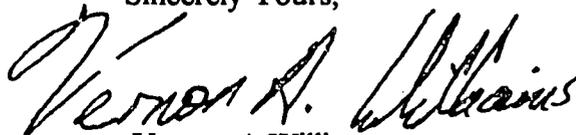
4/29/97

Lenona Young  
Union Pacific Railroad Company  
Southern Pacific Building  
One Market Street  
San Francisco, CA., 94105

Dear: Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3(c), on 4/29/97 at 10:12AM, and assigned recordation number (s). 11337-0 and 11757-F.

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 acknowledgement the fee paid is correct. This is accepted subject to review of the document which as 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 Surface Transportation Board has had an opportunity to examine your document.

Signature:



APR 29 '97 10-12 AM

CONDITIONAL SALE AGREEMENT

Between Each of

ACF INDUSTRIES, INCORPORATED

GENERAL MOTORS CORPORATION  
(Electro-Motive Division),

PACCAR INC.,

and

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Dated as of

September 15, 1979

APR 29 10 12 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

*STB Copy*  
Recordation #  
*11337-0*

DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement  
Between Each of  
ACF Industries, Incorporated,  
General Motors Corporation (Electro-Motive Division),  
PACCAR Inc.,  
and  
Southern Pacific Transportation Company  
dated as of September 15, 1979

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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 September 15, 1979, by and between each of ACF INDUSTRIES, INCORPORATED, GENERAL MOTORS CORPORATION (Electro-Motive Division), PACCAR INC., and SOUTHERN PACIFIC TRANSPORTATION COMPANY, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 597 box cars, 38 caboose cars, and 1 locomotive therein described and as amended by Amendment Agreement dated as of April 1, 1980 deleting 6 box cars and 3 caboose cars; and as supplemented as follows:

- (a) Relating to ACF Industries, Incorporated equipment: by First Supplemental Agreement dated as of August 31, 1983, substituting 1 locomotive for 10 box cars which were

destroyed; by Second Supplemental Agreement dated as of October 31, 1985, substituting 1 locomotive for 9 box cars which were destroyed; and by Third Supplemental Agreement dated as of September 15, 1989, substituting 1 locomotive for 10 box cars which were destroyed;

(b) Relating to PACCAR, Inc. equipment: by First Supplemental Agreement dated as of August 31, 1983, substituting 2 caboose cars for 1 box car and 1 caboose car which were destroyed; by Second Supplemental Agreement dated as of October 31, 1985, substituting 2 box cars for 1 caboose car which was destroyed; and by Third Supplemental Agreement dated as of September 15, 1989, substituting 1 American Car & Foundry Company hopper car and 6 Pullman Standard Car Manufacturing Company hopper cars for 2 caboose cars which were destroyed;

said Conditional Sale Agreement being by ACF Industries, Incorporated, General Motors Corporation (Electro-Motive Division), and PACCAR Inc. assigned to CoreStates Bank, N.A. by Agreement and Assignment dated as of September 15, 1979, 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, 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.

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 officers thereunto duly authorized and its corporate seal to be hereto affixed this 16<sup>th</sup> day of April, 1997.

CORESTATES BANK, N.A.

By:   
Title: Vice President

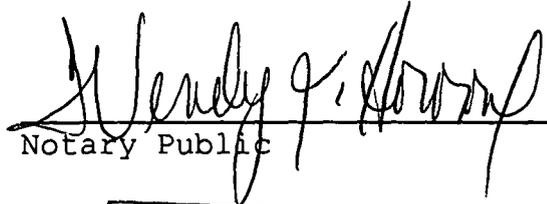
Attest:



BERTHA McCLEAN  
TRUST OFFICER

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 16<sup>th</sup> day of April, 1997, before me personally appeared J. BRUCE HERD, to me personally known, who being by me duly sworn, says that ~~s~~(he) is Vice President of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and ~~s~~(he) acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

  
Notary Public

NOTARIAL SEAL  
WENDY J. HOWARD, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires April 6, 1998

SOUTHERN PACIFIC TRANSPORTATION COMPANY

APPENDIX A

BY CONDITIONAL SALE AGREEMENT DATED SEPTEMBER 15, 1979  
WITH GENERAL MOTORS CORP. - ELECTRO MOTIVE DIV.,  
A.C.F. INDUSTRIES AND PACIFIC CAR & FOUNDRY COMPANY  
"FIRST PENNSYLVANIA BANK, N.A. ASSIGNEE"  
AND SOUTHERN PACIFIC TRANSPORTATION COMPANY,  
PURCHASED UNDER ORDER P-1152, 3390, 3392, 3398

1 - 2000 H.P. Diesel Freight Locomotive  
SP 9230

516 - 70 Ton Box Cars

SP 247229 - 247256  
247258 - 247263  
247265 - 247296  
247298 - 247304  
247306 - 247312  
247314 - 247325  
247327 - 247342  
247344 - 247351  
247353 - 247364  
247366 - 247367  
247369 - 247401  
247403 - 247411  
247413 - 247432  
247434 - 247436  
247438 - 247445  
247447 - 247479  
247481 - 247515  
247644  
247646 - 247648  
247650 - 247658  
247660 - 247666  
247668  
247670 - 247673  
247675 - 247691  
247694 - 247695  
247698 - 247714  
247717 - 247729  
247731 - 247749  
247751 - 247759  
247761 - 247770  
247772 - 247781  
247783 - 247802  
247804 - 247809  
247811 - 247854  
247856 - 247866  
247868 - 247869  
247871  
247873 - 247883  
247885 - 247891  
247893 - 247894  
247896 - 247914

31 - 100 Ton Box Cars  
SP 691649 - 691653  
691655 - 691657  
691659 - 691664  
691666 - 691671  
691674 - 691676  
691678 - 691685

29 - 50 Ton Bay window Type Caboose  
SP 4700  
4702 - 4709  
4711  
4714  
4716  
4718 - 4724  
4726 - 4730  
4732 - 4734  
4766

2 - 70 Ton Box Cars  
SP 248082  
248099

1 - 2500 H.P. Diesel Locomotive  
SP 6351

1 - Diesel Locomotive (3rd Suppl)  
SP 7342

1 - 100 - Ton Hopper Car (3rd Suppl)  
SP 496426

4 - 100 - Ton Hopper Cars (3rd Suppl)  
SP 493611  
493615  
493617 - 493618

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595

Issued by Accounting Department  
San Francisco, California 94105