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Southern Pacific Lines

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

(415) 541-1757 · Facsimile (415) 495-5436

Lenona Young
Paralegal

Law Department

RECORDATION NO. 12050-H FILED 1425

JUL 17 1995 11 00 AM

July 12, 1995

Mr. Sydney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29410F --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 78

RECEIVED OFFICE OF THE SECRETARY JUL 17 10 55 AM '95 LICENSING BRANCH

Dear Mr. Strickland:

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

The document is a Declaration of Full Payment dated as of June 13, 1995. The document is a secondary document, as defined in the Commission'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. 12050. We request that this document be recorded under Recordation No. 12050-H.

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

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

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

A fee of $21 is enclosed. Please return the four counterparts of the Declaration of Full Payment evidencing the recordation data thereon to the undersigned.

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

Declaration of Full Payment dated as of June 13, 1995, between Southern Pacific Transportation Company, as Lessee, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, and CoreStates Bank, N.A., as Trustee, 510 Walnut Street, Philadelphia, PA 19106, covering all railroad equipment described in or covered by the Equipment Trust Agreement dated as of June 1, 1980, as supplemented.

Very truly yours,

Lenora Young

Enclosures

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ICC Copy
#12050-H

PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 78

EQUIPMENT TRUST AGREEMENT

Dated as of June 1, 1980

DECLARATION OF FULL PAYMENT

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES 78

Equipment Trust Agreement Dated as of June 1, 1980

DECLARATION OF FULL PAYMENT

CORESTATES BANK, N.A. (formerly known as First Pennsylvania Bank, N.A., herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of June 1, 1980, as supplemented, between the Trustee and SOUTHERN PACIFIC TRANSPORTATION COMPANY, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series 78," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series 78, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this Declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, CoreStates Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 13th day of June, 1995.

CORESTATES BANK, N.A., Trustee

By _____
Corporate Trust Officer

ATTEST:

_____
Assistant Vice President

COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA)

On this 13th day of June, 1995, 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 bank; that said instrument was signed and sealed on behalf of said bank 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 bank.

John Sohier
Notary Public

NOTARIAL SEAL
JOHN SOHIER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 1, 1998