

Southern Pacific Transportation Company

2-195A008

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

(415) 541-1000

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WRITER'S DIRECT DIAL NUMBER

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RECORDATION NO. 8947-R FILED 1423

July 7, 1992

JUL 13 1992 10 55 AM
INTERSTATE COMMERCE COMMISSION

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CAROL A. HARRIS
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BARBARA A. SPRUNG
ASSISTANT GENERAL ATTORNEY

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

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

RE: I.C.C. Finance Docket No. 28508 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 69

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, U.S.C. Section 11303(a), the original and four (4) fully executed counterparts of Declaration of Full Payment dated as of July 2, 1992, terminating the Southern Pacific Transportation Company Equipment Trust, Series 69, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1977, recorded on August 26, 1977, at 2:15 PM, assigned Recordation No. 8947;

Equipment Lease dated July 1, 1983, between Southern Pacific Transportation Company and Union Pacific Railroad Company, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8947-A;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 8947-B;

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Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8947-C;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8947-D;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-E;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-G;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-H;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-I;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-J;

Seventh Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-K;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-L;

Eighth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-M;

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-N;

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Ninth Supplement to Equipment Trust Agreement dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 8947-O;

Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 8947-P; and

Assignment and Transfer of Certain Road Equipment dated as of April 1, 1992, recorded on April 17, 1992, at 2:45 PM, assigned Recordation No. 8947-Q.

In connection with the recording of the Declaration of Full Payment, dated as of July 2, 1992, terminating the Equipment Trust Agreement dated as of July 1, 1977, the following information is set forth:

Name and Address of Trustee - Lessor:

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

Name and Address of Guarantor - Lessee:

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

Also enclosed is a check in the amount of \$16 to cover the required recordation fee.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

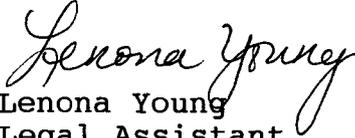
A short summary of the enclosed document to appear in the Commission's index is:

Declaration of Full Payment dated as of July 2, 1992, executed by CoreStates Bank, N.A., as Trustee, covering railcars and locomotives.

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Thank you for your cooperation.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/13/92

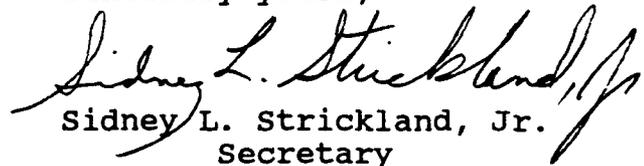
OFFICE OF THE SECRETARY

Leona Young-Legal Assistant
Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/92 at 10:55AM , and assigned recordation number(s). 8947-R

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 8947-R FILED 1975
JUL 13 1992 - 10 55 AM
INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 69

EQUIPMENT TRUST AGREEMENT

Dated as of July 1, 1977

DECLARATION OF FULL PAYMENT

**SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES 69**

Equipment Trust Agreement Dated as of July 1, 1977

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 July 1, 1977, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series 69," 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 69, 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.

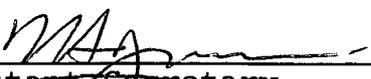
AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, 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 2nd day of July, 1992.

CORESTATES BANK, N.A., Trustee

By 
Corporate Trust Officer

ATTEST:


Assistant Secretary
VICE PRESIDENT
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COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA)

On this 2nd day of July, 1992, 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.

Lynne N. Collins
Notary Public

