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REGISTRATION NO. FILED 1975

FEB 26 1991 -9 55 AM

INTERSTATE COMMERCE COMMISSION

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CONDITIONAL SALE AGREEMENT

Between

THRALL CAR MANUFACTURING COMPANY

And

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

Dated as of

February 1, 1975

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DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement Between  
Thrall Car Manufacturing Company  
and St. Louis Southwestern Railway Company  
dated as of February 1, 1975

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DECLARATION OF FULL PAYMENT

FIRST PENNSYLVANIA BANK, N.A., a national banking association 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 February 1, 1975, by and between Thrall Car Manufacturing Company and St. Louis Southwestern Railway Company, covering the construction, sale and delivery to said St. Louis Southwestern Railway Company of the 500 flat cars therein described, as amended by Amendment Agreement dated as of December 15, 1975, deleting 42 flat cars from Schedule B to the Conditional Sale Agreement; as amended by Second Amendment Agreement dated as of December 1, 1976, substituting 15 flat cars for a destroyed flat car; as supplemented by First Supplemental Agreement dated as of September 30, 1981, substituting 3 flat cars for 3 destroyed flat cars; as supplemented by Second Supplemental Agreement dated as of November 15, 1985, substituting 2 locomotives for 8 destroyed flat cars; as supplemented by Third Supplemental Agreement dated as of June 15, 1987, substituting 1 box car and 14 flat cars for 8 destroyed flat cars and 1 destroyed locomotive; said Conditional Sale Agreement being by Thrall Car Manufacturing

Company assigned to First Pennsylvania Bank, N.A. by Agreement and Assignment dated as of February 1, 1975, has been fully satisfied, paid and discharged.

First Pennsylvania Bank, N.A. does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement, said Amendment Agreement, said Second Amendment Agreement, and said First, Second and Third Supplemental Agreements have been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that St. Louis Southwestern Railway 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, has been satisfied; and that the said Conditional Sale Agreement has terminated.

First Pennsylvania 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, First Pennsylvania 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 31st day of January, 1991.

CORESTATES BANK, N.A., Formerly  
FIRST PENNSYLVANIA BANK, N.A.

By Cathy Wredecke  
Corporate Trust Officer

Attest:

J.A. Muburn  
~~Assistant Secretary~~  
ASSISTANT VICE PRESIDENT

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

On this \_\_\_\_\_ 31st \_\_\_\_\_ day of January, 1991 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., formerly First Pennsylvania 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

