

Southern Pacific Transportation Company

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May 2, 1990

(415) 541-1757

RECORDATION NO. 7726-8 FILED 1425

MAY 3 1990 - 12 15 PM
INTERSTATE COMMERCE COMMISSION

Via: Federal Express

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27761 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 65

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of April 23, 1990, creating Southern Pacific Transportation Company Equipment Trust, Series 65, together with voucher in payment of the recording fee.

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

Equipment Trust Agreement dated as of October 15, 1974, recorded on November 22, 1974, at 2:30 PM, assigned Recordation No. 7726;

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First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 17, 1979, at 1:20 PM, assigned Recordation No. 7726-A;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 7726-B;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 7726-C;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 7726-D;

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. 7726-E;

Fifth Supplement to Equipment Trust Agreement dated as of June 1, 1987, recorded on July 21, 1987, at 1:30 PM, assigned Recordation No. 7726-F;

Assignment and Transfer of Certain Road Equipment dated as of June 1, 1987, recorded on July 21, 1987, at 1:30 PM, assigned Recordation No. 7726-G;

Sixth Supplement to Equipment Trust Agreement dated as of May 31, 1988, recorded on June 20, 1988, at 2:30 PM, assigned Recordation No. 7726-H;

Assignment and Transfer of Certain Road Equipment dated as of May 31, 1988, recorded on June 20, 1988, at 2:30 PM, assigned Recordation No. 7726-I;

Seventh Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 7726-J; and

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. 7726-K.

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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 via the enclosed, completed Federal Express waybill.

Very truly yours,



Louis P. Warchot
General Attorney

Enclosures

cc: Mr. L. C. Yarberry
(Attn: Mr. C. D. Tyler)

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 65

RECORDATION NO. 7726-8 FILED 1425

MAY 3 1990 -12 15 PM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT

Dated as of October 15, 1974

DECLARATION OF FULL PAYMENT

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES 65

Equipment Trust Agreement Dated as of October 15, 1974

DECLARATION OF FULL PAYMENT

First Pennsylvania Bank, N.A. (herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of October 15, 1974, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series 65," 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 65, 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, First Pennsylvania 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 27th day of April, 1990.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By: Cathy Wiedecke
Corporate Trust Officer

ATTEST:

[Signature]
Assistant Secretary

UNITED STATES OF AMERICA)
)
COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA) ss.

On this 27th day of April, 1990, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation 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 corporation.

Lynne N. McCorry
Notary Public

NOTARIAL SEAL
LYNNE N. McCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990