

Southern Pacific Transportation Company

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THORMUND A. MILLER RECORDATION NO. 6050 F
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JUN 13 1984 - 2 15 PM
June 12, 1984

INTERSTATE COMMERCE COMMISSION

4-165A121

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Agreement of Conditional Sale dated as of
January 1, 1969, among Southern Pacific
Company, First Pennsylvania Bank, N.A.,
and General Motors Corporation (Electro-
Motive Division) -- Declaration of Full
Payment

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Declaration of Full Payment dated as of May 15, 1984, between Southern Pacific Transportation Company, as successor by merger to former Southern Pacific Company, and First Pennsylvania Bank, N.A., for the above-entitled Agreement of Conditional Sale and Agreement and Assignment dated as of January 1, 1969, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 (former Section 20c) in this matter:

Temporary Agreement of Conditional Sale dated as of January 1, 1969, among Southern Pacific Company, First Pennsylvania Bank, N.A., and General Motors Corporation (Electro-Motive Division), recorded on January 30, 1969, at 11:00 AM, assigned Recordation No. 6050;

Agreement of Conditional Sale dated as of January 1, 1969, recorded on February 5, 1969, at 1:45 PM, assigned Recordation No. 6050-A;

Mr. James H. Bayne
Page Two
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Agreement and Assignment dated as of November 26, 1969, recorded on December 22, 1969, at 11:05 AM, assigned Recordation No. 6050-B;

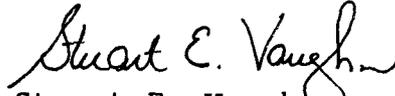
First Supplemental Agreement dated as of February 12, 1982, recorded on March 3, 1982, at 1:25 PM, assigned Recordation No. 6050-C;

Second Supplemental Agreement dated as of November 15, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 6050-D; and

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1983, recorded on January 9, 1984, at 3:00 PM, assigned Recordation No. 6050-E.

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 by our representative herewith, and return three (3) counterparts to her.

Very truly yours,


Stuart E. Vaughn

Enclosures

cc: Mr. D. A. Smith
(Attn: Mr. L. S. Vollmer)
Mr. E. L. Johnson
(Attn: Mr. G. J. Reilly
Mr. S. Jackovich)

APR 7 - 1969 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

OWNERS' EQUIPMENT CONSTRUCTION ACCOUNT 691
AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE

THIS AMENDMENT NO. 1 dated as of February 28, 1969, to Railroad Equipment Lease dated as of December 1, 1968, as amended ("Railroad Equipment Lease"), between J. P. Wassler, of 101 Plymouth Road, Springfield, Pennsylvania, and R. J. Young of 342 Maple Avenue, North Hills, Pennsylvania ("Lessors"), and PENN CENTRAL COMPANY, a Pennsylvania corporation ("Lessee");

W I T N E S S E T H:

WHEREAS, Lessors and Lessee have entered into the Railroad Equipment Lease providing for the leasing of certain railroad equipment constructed under a Construction Agreement (as defined in the Railroad Equipment Lease) ("Construction Agreement") between Lessors (as Owners) and Lessee (as Builder);

WHEREAS, Lessors (as Owners) and Lessee (as Builder) have entered into an Amendment No. 1 dated as of February 28, 1969, to the Construction Agreement providing for the construction of additional units of railroad equipment described in Annex I thereto;

NOW, THEREFORE, the parties hereto, each intending to be legally bound, hereby agree that all the terms and provisions of the Railroad Equipment Lease shall apply to equipment as described in Annex I hereto, as well as to all subsequent amendments or supplements hereto.

IN WITNESS WHEREOF, the Lessors have hereunto set their respective hands, and the Lessee has caused this instrument to be executed in its name and its corporate seal to be hereunto

RECEIVED
APR 7 9 08 AM '69
I. C. C.
OPERATION SR.

affixed, duly attested all as of the day and year first above written.

Witness:

Elizabeth Sabers

J. P. Wassler (SEAL)
J. P. Wassler

R. J. Young (SEAL)
R. J. Young

Attest:

PENN CENTRAL COMPANY

J. Brittingham
Assistant Secretary

By: [Signature]
Assistant Vice President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss.

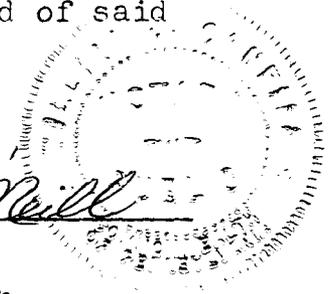
On this *26th* day of *March* 1969, before me personally appeared J. P. WASSLER and R. J. YOUNG to me known to be the persons described in and who executed the foregoing instrument, and each of them acknowledged that he executed the same as his free act and deed.

Mary E. Davis
Notary Public
MARY E. DAVIS, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY, PA.
MY COMMISSION EXPIRES JULY 3, 1972

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss.

On this *3rd* day of *April* 1969, before me personally appeared R. W. Loder, to Me personally known, who, being by me duly sworn, says that he is the Assistant Vice President of Penn Central Company, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

William J. O'Neill
Notary Public
WILLIAM J. O'NEILL
Notary Public, Philadelphia Philadelphia Co.



A N N E X I

DESCRIPTION OF EQUIPMENT

<u>Quantity</u>	<u>Type of Equipment</u>	<u>Numbers (All Incl.)</u>	<u>Total Cost</u>
78	50' 70-Ton Box Cars	266741 to 266819	\$ 1,474,200.
33	50' 70-Ton Box Cars	266622 to 266654	623,700.
27	50' 70-Ton Box Cars	266561 to 266587	483,300.
2	60' 100-Ton Box Cars	219978 to 219979	48,000.
220	60' 70-Ton Box Cars	278729 to 278948	5,060,000.
175	52' 100-Ton Gondola Cars	623250 to 623424	4,060,000.
90	100-Ton Coil Steel Cars	752100 to 752189	1,863,000.
50	Cabin Cars	18395 to 18444	725,000.
			<hr/> <hr/> <u>\$14,337,200.</u>