

# Southern Pacific Transportation Company

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RECORDATION NO. 6050 F  
Filed 1425  
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;

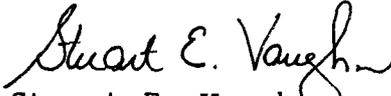
First Supplemental Agreement dated as of February 12, 1982, recorded on March 3, 1982, at 1:25 PM, assigned Recordation No. 6050-C;

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)

RECEIVED  
JUL 10 2 03 PM '69  
I. C. C.  
FEE OPERATION BR.

RECORDATION NO. 6056-13 Filed & Recorded

JUL 10 1969 -2 20 PM

INTERSTATE COMMERCE COMMISSION

OWNERS' EQUIPMENT CONSTRUCTION ACCOUNT 691  
AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE

THIS AMENDMENT NO. 2 dated as of July 1, 1969, to Railroad Equipment Lease dated as of December 1, 1968, as amended ("Railroad Equipment Lease"), between John A. Zerbe of 243 Buckboard Road, Willow Grove, 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. 2 dated as of July 1, 1969, to the Construction Agreement providing for the substitution of units of railroad equipment described in Annex I thereto;

NOW, THEREFORE, the parties hereto, each intending 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

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

Witness:

*P. E. Voelmle*  
P. E. VOELMLE

*J. A. Zerbe* (SEAL)  
J. A. Zerbe

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

Attest:

*M. Young*  
Assistant Secretary

PENN CENTRAL COMPANY

By: *C. W. Foden*  
Assistant Vice President

11/27/68

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) ss.

On this 30th day of June 1969, before me personally appeared J. A. Zerbe 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  
PHILADELPHIA, PHILADELPHIA COUNTY, PA.  
MY COMMISSION EXPIRES JULY 3, 1972

*Mary E. Davis*  
Notary Public

COMMONWEALTH OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) ss.

On this 26th day of June 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, Philadelphia, Philadelphia Co.  
My Commission Expires July 26, 1972

Notary Public

<u>Quantity</u>	<u>Description</u>	<u>Numbered (all incl.)</u>	<u>Total Cost</u>
230	50' 70-Ton Box Cars	266590 to <u>266820</u>	\$4,349,000.
52	50' 70-Ton Box Cars	265536 to 265587	930,800.
X 220	60' 70-Ton High Cube Box Cars	278729 to 278948	5,060,000.
128	60" 100-Ton Auto Box Cars	275068 to 275137 279470 to 279494 279017 to 279049	3,001,216.
10	60' 100-Ton Auto Box Cars	279495 to 279504	234,470.
300	52' 100-Ton Gondola Cars	623250 to 623549	6,960,000.
200	100-Ton Coil Steel Cars	752100 to 752299	4,140,000.
50	Cabin Cars	18395 to 18444	<u>725,000.</u>
			\$25,400,486.