

Southern Pacific Transportation Company

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THORMUND A. MILLER RECORDATION NO. 6050 F
VICE PRESIDENT AND GENERAL COUNSEL Filed 1425

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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;

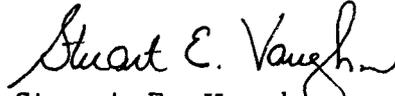
First Supplemental Agreement dated as of February 12, 1982, recorded on March 3, 1982, at 1:25 PM, assigned Recordation No. 6050-C;

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)

RECORDATION NO. 6056-5 Filed & Recorded

NOV 10 1969 - 8 10 AM

INTERSTATE COMMERCE COMMISSION

OWNERS' EQUIPMENT CONSTRUCTION ACCOUNT 691
AMENDMENT NO. 5 TO RAILROAD EQUIPMENT LEASE

THIS AMENDMENT NO. 5 dated as of October 1, 1969, to Railroad Equipment Lease dated as of December 1, 1968, as amended ("Railroad Equipment Lease"), between J. A. Zerbe, of 234 Buckboard Road, Willowgrove, Pennsylvania, and R. J. Young of 342 Maple Avenue, North Hills, Pennsylvania ("Lessors") and Penn Central Company, now known as Penn Central Transportation Company, ("Lessee");

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); have entered into an Amendment No. 5 dated as of October 1, 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 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 written above.

Witness:

Thomas S. Russell

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

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

Attest:

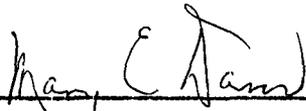
Anthony
Assistant Secretary

PENN CENTRAL TRANSPORTATION COMPANY

By: R. W. Loden
Assistant Vice President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss.

On this 27th day of October 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.



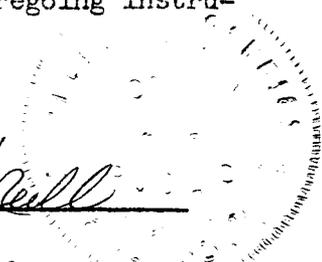
MARY E. DAVIS, NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY, PA.
MY COMMISSION EXPIRES JULY 3, 1972

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss.

On this 3rd day of November 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 Transportation 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.



SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Numbers</u>	<u>Amount</u>
27	50' 70-Ton Box Cars	266561-266587	\$ 496,000.
142	60' Auto Box Cars	<u>220600-220741</u>	3,408,000.
50	Cabin Cars	18495-18544	72,300,000.
250	100-Ton Coil Steel	752350-752599	5,173,000.
200	65' 70-Ton Gondolas	592000-592199	3,600,000.
1000 ↑ (Deleted)	52'6" 100-Ton Gondolas	Nos. to be supplied by memo.	16,000,000.
			<hr/> \$29,400,000.