
SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

Series No. 54

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of May 1, 1973

The First Pennsylvania Banking and Trust Company

to

Southern Pacific Transportation Company

RECORDATION NO. *6458-1A*
6458-1A Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the 1st day of May, 1973, between The First Pennsylvania Banking and Trust company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of November 15, 1971, by and between The First Pennsylvania Banking and Trust Company, a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series No. 54", under which railroad equipment was to be leased to the Company; and

WHEREAS, in the Agreement the Company covenanted and agreed that if the aggregate final cost of the Trust Equipment were not at least 125% of the aggregate principal amount of Trust Certificates issued thereunder, it would cause to be transferred to the Trustee additional new Trust Equipment in such amount and of such cost that the aggregate final cost of the Trust Equipment would be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the aggregate final cost of the Trust Equipment was less than 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, title to the railroad equipment hereinafter specifically described has been, or will be, vested in the Trustee; and

WHEREAS, it was provided in the Agreement that, upon the transfer and delivery of additional Trust Equipment to the Trustee, the same should be and become a part of the Trust Equipment;

NOW, THEREFORE, THIS SUPPLEMENT TO AGREEMENT WITNESSETH:

That The First Pennsylvania Banking and Trust Company, Trustee as aforesaid (acting in pursuance of the Agreement) party of the first part, for and in consideration as well of the sum of one dollar to it paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Agreement to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as a part of the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 54 (hereinafter collectively called the "Trust Equipment"), and subject to all the terms and conditions of the Agreement, the railroad equipment hereinafter described to wit:

<u>Number of Cars</u>	<u>Description</u>	<u>Estimated Average Cost Per Car</u>
6	100-ton, 53 ft. 6 in., bulkhead flat cars, ACF Industries, Incorporated, builder; lettered SP and numbered 590100 to 590105, both inclusive.	\$24,434.00
	Estimated total cost:	\$146,604.00

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all the terms and conditions of the Agreement, the said railroad

equipment hereinbefore specifically described.

This Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, Trustee,

By Wm. C. Coughlin
Vice President

Attest: A. P. Moran
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By B. G. McPherson
Assistant Vice President and
Assistant Treasurer

Attest: R. W. Humphrey
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

City and County of Philadelphia

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) ss.
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On this *18th* day of *May*, 1973, before me personally appeared *A. M. Krays* to me personally known, who, being by me duly sworn, says that he is Vice President of The First Pennsylvania Banking and Trust Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

Elizabeth J. Sabedra

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires March 1, 1976

