
SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 49

5919-A

RECORDATION NO. _____ Filed 2. Recorded

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INTERSTATE COMMERCE COMMISSION

FIRST

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of October 1, 1972

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of October, 1972, 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, dated as of December 15, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 49 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That The First Pennsylvania Banking and Trust Company, Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration of the sum of One Dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 49, the railroad equipment hereinafter described, to wit:

1 bulkhead flat car lettered SP and
 numbered 509724.

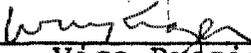
TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Equipment Trust.

This First Supplement may 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

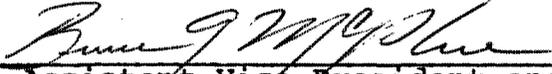
the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

THE FIRST PENNSYLVANIA BANKING AND
TRUST COMPANY, Trustee

By 
Vice President

Attest: 
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By 
Assistant Vice President and
Assistant Treasurer

Attest: 
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
)
City and County of Philadelphia) ss.

On this *29th* day of *November*, 1972, before me personally
appeared *A. N. Krayer* 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 acknow-
ledged 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

