

# Southern Pacific Transportation Company

**FILE IN DOCKET**

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NOV 1972  
JAN 5 1973  
Date: \_\_\_\_\_  
Fee \$ 10.00

December 28, 1972

RECEIVED  
I.C.C. OPERATION BR.  
JAN 24 AM '73

ICC Washington, D C

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Mr. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

4957-D  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

JAN 3 1973 - 11 30 AM

INTERSTATE COMMERCE COMMISSION  
Southern Pacific Company Equipment Trust,  
Series No. 40 --- Recording Pursuant to the  
Provisions of Section 20c of the Interstate  
Commerce Act.

Dear Sir:

There are enclosed for recording, pursuant to the provisions of Section 20c of the Interstate Commerce Act the original and three counterparts of Third Supplement dated as of October 1, 1972, to Equipment Trust Agreement dated as of June 1, 1968, creating Southern Pacific Company Equipment Trust, Series No. 40, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee.

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

Equipment Trust Agreement dated June 1, 1968, creating Southern Pacific Company Equipment Trust, Series No. 40, recorded July 18, 1968, at 9:55 a.m., and assigned Recordation No. 4957;

RECORDATION No. 4957-D

(Filed pursuant to the Provisions of Section 20c Interstate Commerce Act)

Mr. R. L. Oswald --- #2

Agreement and Assignment of Equipment Trust, Series No. 40, dated November 26, 1969, recorded December 16, 1969, at 11:15 a.m., and assigned Recordation No. 4957-A;

Supplement to Equipment Trust dated January 1, 1970, under Southern Pacific Company Equipment Trust, Series No. 40, recorded February 4, 1970, at 10:05 a.m., and assigned Recordation No. 4957-B; and

Second Supplement to Equipment Trust, dated April 1, 1971, under Southern Pacific Company Equipment Trust Series No. 40, recorded May 20, 1971, at 12:45 p.m., and assigned Recordation No. 4957-C.

In connection with the recording of the Third Supplement to Equipment Trust dated as of October 1, 1972, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee-Lessor:

The First Pennsylvania Banking and  
Trust Company  
Fifteenth and Chestnut Streets  
Philadelphia, Pennsylvania 19101

Name and Address of Lessee-Guarantor:

Southern Pacific Transportation Company  
(successor by merger to Southern  
Pacific Company and Southern Pacific  
Company's Assignee of the foregoing  
Equipment Trust Agreement dated as of  
June 1, 1968.)  
One Market Street  
San Francisco, California 94105.

General Description of the Equipment Covered by  
Third Supplement to Equipment Trust Agreement

2 Plate C box cars lettered SP and numbered  
225222 and 225150.

Mr. R. L. Oswald --- #3

When the recording of the Third Supplement to Equipment Trust Agreement has been completed, will you kindly return two counterparts of the instrument, with recording data endorsed thereon, to the undersigned.

Very truly yours,

*James J. Helms*

Encl.

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SOUTHERN PACIFIC COMPANY  
EQUIPMENT TRUST

SERIES NO. 40

RECORDATION NO. 4957-D Filed & Recorded

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JAN 3 1973 -11 30 AM

INTERSTATE COMMERCE COMMISSION

THIRD

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of October 1972

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THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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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 June 1, 1968, there was constituted the Southern Pacific Company Equipment Trust, Series No. 40 (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 former Southern Pacific Company (hereinafter called the "Predecessor"); and

WHEREAS, Predecessor was merged into the Company on November 26, 1969, and in connection with and incident to such merger, the Company has, pursuant to Agreement and Assignment dated as of November 26, 1969, between Predecessor and the Company, duly assigned and transferred to the Company all of its right, title and interest in, to and under said Equipment Trust, and each and every supplement thereto, and in and to the railroad equipment leased to Predecessor thereunder, and the Company has duly assumed the obligations, liabilities and payments due or to become due from the Predecessor under the terms and conditions of the said Equipment Trust, and each and every supplement thereto.

2 Plate C box cars lettered SP and numbered 225222 and 225150.

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

This Third 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 Wm. K. ...  
Vice President

Attest: SP ...  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By Bennie G. ...  
Assistant Vice President and  
Assistant Treasurer

Attest: ...  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA  
City and County of Philadelphia

)  
) ss.  
)

On this *29<sup>th</sup>* day of *November*, 1972, before me personally  
appeared *A. M. 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

STATE OF CALIFORNIA )

City and County of San Francisco ) ss. ...

On this 13<sup>th</sup> day of November, 1972, before me personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Assistant Treasurer of Southern Pacific Transportation 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.

*Gene H. Ellinger*

