



9-303A079

November 1, 1979

RECORDATION NO. 10631 C Filed 1425

Date NOV 5 1979  
Fee \$ 10.00

NOV 5 1979 -2 55 PM

Ms. Nancy Wilson  
Special Representative  
Southern Pacific Company  
1801 K Street, N.W., Suite 221  
Washington, DC 20006  
INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Re: Southern Pacific Transportation Company  
Equipment Trust, Series #75  
Third Supplement Dated as of 10/15/79

Dear Ms. Wilson

In accordance with instructions received from Karen Ackerman, I am enclosing herewith four counterparts of the subject Supplement, which have been executed by First Pennsylvania Bank, N.A., as Trustee. Also attached is Ms. Ackerman's recordation letter to the ICC.

If I can be of further assistance, please contact me.

Cordially

Phyllis M. Giuliante  
Senior Corporate Trust Officer  
& Assistant Secretary

PMG:amf

Enclosure

cc: Karen Ackerman, Esquire  
Southern Pacific Transportation Co.

VIA Emery AirFreight

RECEIVED  
NOV 5 2 55 PM '79  
FEDERAL BUREAU OF INVESTIGATION

# Southern Pacific Transportation Company

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November 1, 1979

RECORDATION NO. *10631-C* Filed 1423

NOV 5 1979 - 3 34 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29063 --  
Southern Pacific Transportation Company  
Equipment Trust, Series 75

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of Third Supplement dated as of October 15, 1979, to Equipment Trust Agreement dated as of July 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series 75, together with voucher in the sum of \$10.00 in payment of the recording fee. This Third Supplement deletes certain railroad equipment previously subjected to the above-entitled Equipment Trust, and adds certain equipment, all as set forth in the Third Supplement.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of July 1, 1979, creating Southern Pacific Transportation Company Equipment Trust, Series 75, recorded on July 16, 1979, at 3:25 PM, and was assigned Recordation No. 10631;

First Supplement to Equipment Trust Agreement dated as of August 15, 1979, which amended Schedule A of the Agreement and deleted certain equipment therefrom, recorded on August 20, 1979, at 3:30 P.M., and was assigned Recordation No. 10631-A;

*Counterparts - Nancy & [unclear]*

*10631-C*  
*NOV 15 1979*  
*DC Washington, D.C.*

Ms. Agatha L. Mergenovich

Page 2

November 1, 1979

Second Supplement to Equipment Trust Agreement dated as of September 19, 1979, which amended Schedule A of the Agreement and deleted certain equipment therefrom and added certain equipment thereto, was recorded on September 20, 1979, at 4:20 PM, and was assigned Recordation No. 10631-B.

In connection with the recording of the Third Supplement dated October 15, 1979, to the Equipment Trust Agreement dated July 1, 1979, 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 Bank, N.A.  
Fifteenth and Chestnut Streets  
Philadelphia, Pennsylvania 19101

Name and Address of Lessee - Guarantor:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of Equipment Covered by Third Supplement:

118 70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; PACCAR Inc., (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 247115 to 247214, both inclusive and 246854 through 246857; 246934, 246935, 246937, 246941, 246942, 246943, 247051, 247054, 247067, 247080, 247100, 247101, 247102, 247105.

18 70-ton, 52-ft. 8-in., box cars with double free rolling doors and cushion underframes; ACF Industries, Incorporated,

Ms. Agatha L. Mergenovich

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builder; lettered SP and numbered 247215 through 247232, both inclusive.

380 70-ton, 52-ft. 8-in. box cars with double free rolling doors and cushion underframes; Pullman Standard, builder; lettered SP and numbered 248235 to 248614, both inclusive.

200 70-ton, 89-ft. 4-in., standard deck COFC/TOFC flat cars; ACF Industries, Incorporated, builder; lettered SP and numbered 520541 through 520740, both inclusive.

When the recording of the Third Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative therewith, and return two of the same to her.

Very truly yours,



Enclosures

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SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST

Series 75

RECORDATION NO. 10631C Filed 1425  
NOV 5 1979 2 55 PM  
INTERSTATE COMMERCE COMMISSION

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THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of October 15, 1979.

---

First Pennsylvania Bank N.A.

to

Southern Pacific Transportation Company.

---

THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the fifteenth day of October, 1979, between First Pennsylvania Bank N.A., 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 "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of July 1, 1979, by and between First Pennsylvania Bank, N.A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 75", under which railroad equipment was to be leased to the Company;

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust, provided that the aggregate final cost of the railroad equipment subject to said Equipment Trust shall not be less than 125% of the aggregate principal amount of trust certificates issued thereunder;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on July 16, 1979, and was assigned Recordation Number 10631, and the First Supplement to Equipment Trust Agreement dated as of August 15, 1979, which amended Schedule A of the Agreement by deleting certain equipment therefrom, was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on August 20, 1979, and was assigned Recordation No. 10631-A, and the Second Supplement to Equipment Trust Agreement dated as of September 19, 1979, which amended Schedule A of the Agreement by deleting certain equipment therefrom and adding certain equipment thereto, was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on September 20, 1979, and was assigned Recordation No. 10631-B; and

WHEREAS, the parties hereto now desire to supplement and amend the Agreement to include in the said Equipment Trust other railroad equipment in lieu of certain railroad equipment currently described in Schedule A of the Agreement, and to cause such other railroad equipment to be transferred to the Trustee and to be substituted under the said Equipment Trust, all as described herein and subject to the terms and conditions hereinafter set forth:

WITNESSETH:

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Agreement is hereby amended to exclude therefrom and there is hereby excluded from said Southern Pacific Transportation Company Equipment Trust, Series 75, the following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>
45	70-ton, 50-ft. 8-in. box cars with double free rolling doors and cushion underframes; ACF Industries, Incorporated, builder; lettered SP and numbered 247233 through 247277, both inclusive.

2. The following described railroad equipment is hereby substituted and included in, and subjected to, the said Southern Pacific Transportation Company Equipment Trust, Series 75, and said Agreement:

<u>Number of Units</u>	<u>Description</u>
18	70-ton, 50-ft. 8-in. box cars with double free rolling doors and cushion underframes; PACCAR INC. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 246854 through 246857, 246934, 246935, 246937, 246941, 246942, 247051, 247054, 247067, 247080, 247100, 247101, 247102, 247105, 246943.

3. Schedule A to the Agreement is hereby amended to read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
118	70-ton, 52-ft. 8-in., box cars with double free rolling doors and cushion underframes; PACCAR Inc., (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 247115 to 247214, both inclusive and 246854 through 246857, 246934, 246935, 246937, 246941, 246942, 246943, 247051, 247054, 247067, 247080, 247100, 247101, 247102, 247105.	\$ 4 732 205
18	70-ton, 52-ft. 8-in., box cars with double free rolling doors and cushion underframes; ACF Industries, Incorporated, builder; lettered SP and numbered 247215 through 247232, both inclusive.	\$ 693 000
380	70-ton, 52-ft. 8-in., box cars with double free rolling doors and cushion underframes; Pullman Standard, builder; lettered SP and numbered 248235 to 248614, both inclusive.	\$15 438 461
200	70-ton, 89-ft. 4-in., standard deck COFC/TOFC flat cars; ACF Industries, Incorporated, builder; lettered SP and numbered 520541 through 520740, both inclusive.	9 147 000
	Estimated Total Cost . . . . .	\$30 010 666

4. The Trustee does hereby let and lease to the Company for the term of fifteen (15) years from and after July 1, 1979, as the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 75, and subject to all terms and conditions of the Agreement, all the said railroad equipment described in paragraph 3 hereinabove.

5. The company promptly will cause this Third Supplement to the Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. Section 11303.

6. Except as amended hereby, the Agreement shall remain unaltered and in full force and effect.

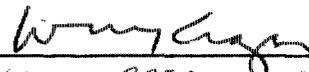
7. This Third Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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.

FIRST PENNSYLVANIA BANK N.A.,  
Trustee

ATTEST:

  
Assistant Secretary

By   
VICE PRESIDENT

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Assistant Treasurer

ATTEST:

  
Senior Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
 )  
CITY AND COUNTY OF PHILADELPHIA )      ss.

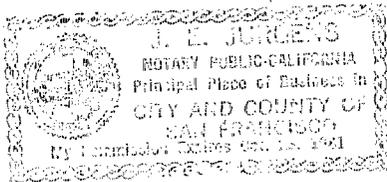
On this *1st* day of November, 1979, before me personally appeared *Wm Krayer* to me personally known, who, being to me duly sworn, says that he is *VP* of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument 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.

*Lynn M. Attarian*  
Notary Public

LYNN M. ATTARIAN  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 3, 1982

STATE OF CALIFORNIA )  
 )  
CITY AND COUNTY OF SAN FRANCISCO ) ss.

On this 31st day of October, 1979, before me personally appeared D. E. ENRIGHT, to me personally known, who, being to me duly sworn, says that he is Assistant Treasurer of Southern Pacific Transportation Company, that one of the seals 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.



  
\_\_\_\_\_  
Notary Public

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza  
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December 21, 1979

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Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Twelfth & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Finance Docket No. 29063 --  
Southern Pacific Transportation Company  
Equipment Trust, Series 75

Dear Ms. Mergenovich:

In connection with the recording of the Third Supplement dated as of October 15, 1979, to above Equipment Trust Agreement, it has come to our attention that page one of the Supplement was in error.

Paragraph 2, line 2 recites the date of the Equipment Trust Agreement as April 1, 1979; it should state the date as July 1, 1979.

Paragraph 2, line 6, notes the Series No. as 74; it should be Series 75.

It is requested that the attached page one to the Third Supplement dated as of October 15, 1979, be substituted for the erroneous page one now on file with your office.

The Third Supplement was recorded on November 5, 1979, at 2:55 P.M., and assigned Recordation No. 10631-C

Southern Pacific Transportation Co.

By *E. S. Seely*

First Pennsylvania Bank, N.A.

By *Phyllis M. Giuliante*

Phyllis M. Giuliante  
Senior Corporate Trust Officer

THIRD SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the fifteenth day of October, 1979, between First Pennsylvania Bank N.A., 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 "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of July 1, 1979, by and between First Pennsylvania Bank, N.A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 75", under which railroad equipment was to be leased to the Company;

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust, provided that the aggregate final cost of the railroad equipment subject to said Equipment Trust shall not be less than 125% of the aggregate principal amount of trust certificates issued thereunder;