

# Southern Pacific Transportation Company

RECEIVED

JAN 5 2 30 PM '78  
Southern Pacific Building • One Market Plaza  
San Francisco, California 94105  
(415) 362-1212

CHARLES W. BURKETT  
JOHN J. CORRIGAN  
THORMUND A. MILLER  
GENERAL SOLICITORS

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HAROLD S. LENTZ  
ASSISTANT GENERAL ATTORNEYS

ARNOLD I. WEBER  
JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEYS

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RICHARD J. LATHROP  
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ROBERT W. TAGGART  
LARRY W. TELFORD  
ROBERT S. BOGASON  
DOUGLAS E. STEPHENSON  
GENERAL ATTORNEYS

CERTIFICATION UNIT

RECORDATION NO. 9116-A Filed & Recorded  
ALAN C. FURTH  
VICE PRESIDENT-LAW

8-0054103

JAN 5 1978 2 25 PM  
HERBERT A. WATERMAN  
GENERAL COUNSEL

INTERSTATE COMMERCE COMMISSION  
January 3, 1978

Date JAN 5 1978  
Fee \$ 16  
CC Washington, D

RICHARD S. KOPF  
MICHAEL A. SMITH  
RAMON J. POITEVIN  
LOUIS P. WARCHOT  
DONALD S. BRITT  
JAMES M. TOBIN  
WILLIAM F. ADAMS  
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DAVID W. LONG  
GARY O. ALEXANDER  
MADELEINE SLOANE  
JAMES G. FROUG  
GARY LAAKSO  
ATTORNEYS

Mr. H. G. Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Southern Pacific Transportation Company Equipment Trust, Series 70 --- 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 one fully executed counterpart of First Supplement dated as of January 1, 1978, to Equipment Trust Agreement dated as of December 1, 1977, creating Southern Pacific Transportation Company Equipment Trust, Series 70, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee. This First Supplement deletes certain railroad equipment previously subjected to the above-entitled Equipment Trust, and adds certain equipment thereto, all as fully described hereinbelow.

The following document has been recorded with the Commission under Section 20c in this matter:

Equipment Trust Agreement dated December 1, 1977, creating Southern Pacific Transportation Company Equipment Trust, Series 70, recorded December 8, 1977, at 2:35 p.m., and assigned Recordation No. 9116.

*Paul Joyner*  
*Charles W. Burkett*

In connection with the recording of the First Supplement to Equipment Trust dated as of January 1, 1978, 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:

First Pennsylvania Bank N.A.  
Fifteenth & 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 the Equipment  
Deleted from the above Equipment Trust  
Agreement Pursuant to the First Supplement

- 1 3000 h.p., four axle, four motor diesel freight locomotive; General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder; lettered SP and numbered 7612;
- 12 3000 h.p., six axle, six motor diesel freight locomotives (six lead and six remote units); General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder; lettered SP and numbered 8301 to 8306 and 8362 to 8367, both inclusive;
- 3 3000 h.p., four axle, four motor diesel freight locomotives; General Electric Company, Erie, Pennsylvania, builder; lettered SP and numbered 7804 to 7806, both inclusive.

General Description of the Equipment Covered  
by the First Supplement and Subjected to the  
Above Equipment Trust Agreement

- 81 100-ton, 60 ft. flat cars with end of car cushioning; Thrall Car Manufacturing Co., Chicago, Illinois, builder; lettered SP and numbered 599300 to 599380, both inclusive;

- 6 3000 h.p., six axle, six motor diesel freight locomotives; General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder; lettered SP and numbered 8493 to 8498, both inclusive;
- 50 100-ton, 50 ft. 7 in. box cars, with cushion underframe; PACCAR Inc (Pacific Car and Foundry Company Division), Renton, Washington, builder; lettered SP and numbered 656450 to 656499, both inclusive;
- 38 70-ton, 89 ft. 4 in. low deck flat cars; Bethlehem Steel Co., Jamestown, Pennsylvania, builder; equipped with Eastern-style, roofless, enclosed trilevel superstructures with mesh screen end enclosures; Portec, Inc. (Paragon Division), builder; lettered SP and numbered 517141 to 517178, both inclusive.

When the recording of the First 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 the same to him.

Very truly yours,

*Karen Ackerman*

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/5/78

OFFICE OF THE SECRETARY

Southern Pacific Transp. Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, Calif. 94105

Dear

Sir: The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on \_\_\_\_\_ at \_\_\_\_\_,  
and assigned recordation number(s) <sup>1/5/78</sup> 2:35pm

9116-A  
Sincerely yours,

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

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SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST

RECORDATION NO. 9116-A Filed & Recorded

SERIES 70

JAN 5 1978 -2 25 PM

INTERSTATE COMMERCE COMMISSION

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FIRST

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of January 1, 1978

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FIRST PENNSYLVANIA BANK N. A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the 1st day of January, 1978, between the 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 the "Company"), party of the second part;

WHEREAS, by a certain Equipment Trust Agreement (hereinafter called the "Agreement") bearing date as of December 1, 1977, by and between the Trustee and the Company, there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 70", under which the railroad equipment, specifically described in Schedule A thereto, is to be transferred to and title thereto is to be vested in the Trustee, and such railroad equipment is to be leased by the Trustee to the Company; and

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; and

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on December 8, 1977, at 2:35 p.m., and assigned Recordation No. 9116;

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 presently 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, and then leased by the Trustee to the Company, 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 and Schedule A to the Agreement are hereby amended to exclude therefrom, and there is hereby excluded from said Southern Pacific Transportation Company Equipment Trust, Series 70, the following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost Per Unit</u>	<u>Estimated Total Cost</u>
1	3000 h.p., four axle, four motor diesel freight locomotive; General Motors Corporation (Electro-Motive Division),	\$565,445	\$ 565,445

	La Grange, Illinois, builder; lettered SP and numbered 7612;		
12	3000 h.p., six axle, six motor diesel freight locomotives (six lead and six remote units); General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder; lettered SP and numbered 8301 to 8306 and 8362 to 8367, both inclusive;	740,095	8,881,140
3	3000 h.p., four axle, four motor diesel freight locomotives; General Electric Company, Erie, Pennsylvania, builder; lettered SP and numbered 7804 to 7806, both inclusive.	559,692	1,679,076
	Total		<u>\$11,125,661</u>

2. The following described railroad equipment is hereby substituted and included in, and subject to, the said Southern Pacific Transportation Company Equipment Trust, Series 70, and said Agreement in lieu of the railroad equipment described in paragraph 1 hereinabove, and Schedule A to the Agreement is hereby amended to include the following described railroad equipment:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Unit Cost</u>	<u>Estimated Total Cost</u>
81	100-ton, 60 ft. flat cars with end of car cushioning; Thrall Car Manufacturing Co., Chicago Heights, Illinois, builder; lettered SP and numbered 599300 to 599380, both inclusive;	\$ 34,219	\$ 2,771,739
6	3000 h.p., six axle, six motor diesel freight locomotives; General Motors Corporation (Electro-Motive Division), La Grange, Illinois, builder; lettered SP and numbered 8493 to 8498, both inclusive;	672,960	4,037,760
50	100-ton, 50 ft. 7 in. box cars, with cushion underframe; PACCAR Inc (Pacific Car and Foundry	36,862	1,843,100

Company Division), Renton, Washington, builder; lettered SP and numbered 656450 to 656499, both inclusive;

38	70-ton, 89 ft. 4 in. low deck flat cars; Bethlehem Steel Co., Jamestown, Pennsylvania, builder; equipped with Eastern-style, roofless, enclosed tri-level superstructures with mesh screen end enclosures; Portec, Inc. (Paragon Division), builder; lettered SP and numbered 517141 to 517178, both inclusive.	65,157	2,475,966
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Total

\$11,128,565

3. Schedule A of the Agreement is hereby further amended and supplemented by deleting the figure "\$23,480,231" opposite the words "Estimated Total Cost", and by substituting in lieu thereof the following figure: "\$23,483,135".

4. The Trustee does hereby let and lease to the Company for the term of fifteen (15) years from and after December 1, 1977, as part of the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 70, and subject to all terms and conditions of the Agreement, the said railroad equipment described in paragraph 2 hereinabove.

5. The Company will promptly cause this First Supplement to the Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

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

7. This First Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed,

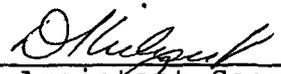
shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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,

By   
ASSISTANT Vice President

Attest:

  
Assistant Secretary  
D. F. GILPERT

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By   
Assistant Vice President and  
Treasurer

Attest:

  
Senior Assistant Secretary

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

On this *29<sup>th</sup>* day of *December*, 1977, before me personally appeared *D. P. Dorrian* to me personally known, who, being to me duly sworn, says that he is <sup>*Asst.*</sup> Vice President 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.

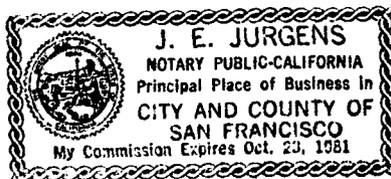
*Elizabeth J. Sabedra*  
Notary Public

ELIZABETH J. SABEDRA  
Notary Public, Philadelphia, Philadelphia, Co.  
My Commission Expires April 14, 1980



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

On this *23rd* day of *December*, 1977, 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 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.



*J. E. Jurgens*  
\_\_\_\_\_  
Notary Public