

FILE IN DOCKET

TRANSPORTATION

# Southern Pacific Company

One Market St., San Francisco, California 94105

(415) 362 1212

THORMUND A MILLER  
HERBERT A WATERMAN  
SENIOR GENERAL ATTORNEYS  
WALDRON A GREGORY  
JOHN MACDONALD SMITH  
ALBERT T SUTER  
RICHARD J LATHROP  
WILLIAM R DENTON  
W HARNEY WILSON  
ARNOLD I WEBER  
JOHN J CORRIGAN  
GENERAL ATTORNEYS

ROY JEROME  
FREDERICK E FUHRMAN  
HAROLD S LENTZ  
JAMES J TRABUCCO  
ASSISTANT GENERAL ATTORNEYS  
DONALD O ROY  
EDWARD J SHARON  
ROBERT W TAGGART  
LARRY W TELFORD  
ROBERT S BOGASON  
DOUGLAS E STEPHENSON  
ATTORNEYS

No. **63984**  
Date **FEB 4 1970**  
Fee \$ **10.00**

ALAN C FURTH  
VICE PRESIDENT AND GENERAL COUNSEL  
CHARLES W BURKETT  
ROBERT L PIERCE  
GENERAL SOLICITORS

JAN 27 1970

ICC Washington, D. C.

Southern Pacific Company Equipment Trust,  
Series No. 40 -- Recording pursuant to the  
provisions of Section 20c of the Inter-  
state Commerce Act

RECEIVED  
FEB 4 9 56 AM '70  
T.C.C.  
FEE OPERATION BR.

Mr. H. Neil Garson, Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 4957-B Filed & Recorded  
FEB 4 - 1970 - 10 15 AM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

There are enclosed for recording, pursuant to the provisions of Section 20c of the Interstate Commerce Act, the original and three counterparts of the First Supplement dated as of January 1, 1970, 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.

Agreement and Assignment of Equipment Trust Agreement dated as of November 26, 1969, between Southern Pacific Company and Southern Pacific Transportation Company, recorded December 16, 1969, at 11:15 a.m., and assigned Recordation No. 4957-A.

In connection with the recording of the First Supplement to Equipment Trust Agreement dated as of January 1, 1970, 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:

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of January 1, 1970

The First Pennsylvania Banking and Trust Company

to

Southern Pacific Transportation Company

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 Company  
One Market Street  
San Francisco, California 94105

Name and Address of Assignee of Lessee-Guarantor:

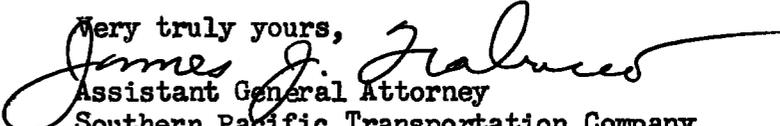
Southern Pacific Transportation Company  
One Market Street  
San Francisco, California 94105

General Description of Equipment  
Covered by First Supplement to  
Equipment Trust Agreement:

1 70 ton, 50 ft. 6 in. box car with 16 ft. double  
doors; Gunderson Brothers Engineering Corporation,  
builder; lettered SP and numbered 225376.

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

Very truly yours,

  
Assistant General Attorney  
Southern Pacific Transportation Company

ed

# Interstate Commerce Commission

OFFICE OF THE SECRETARY

Washington, D.C. 20423

February 4, 1970

Mr. James J. Trabucco, Atty.  
Southern Pacific Transportation Co.  
One Market Street  
San Francisco, Calif. 94105

Dear Sir:

The enclosed document was recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on February 4, 1970 at 10:05 A.M. and assigned recordation number 4957-B.

Sincerely yours,



H. Neil Garson  
Secretary

Encl.

SED Form 30  
(1966)

RECORDATION NO. 4957-13 Filed & Recorded

FEB 4 - 1970 - 10 02 AM

INTERSTATE COMMERCE COMMISSION

---

---

SOUTHERN PACIFIC COMPANY  
EQUIPMENT TRUST

Series No. 40

\_\_\_\_\_

FIRST

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of January 1, 1970

\_\_\_\_\_

The First Pennsylvania Banking and Trust Company

to

Southern Pacific Transportation Company

---

---

RECEIVED  
FEB 4 9 56 AM '70  
I.C.C.  
FEE OPERATION BR.

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the 1st day of January, 1970, 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 "Transportation Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement (hereinafter called the "Agreement") bearing date as of June 1, 1968, by and between The First Pennsylvania Banking and Trust Company, a Pennsylvania corporation, as Trustee, and Southern Pacific Company, formerly a Delaware corporation and predecessor to the Transportation Company as hereinafter mentioned (hereinafter called the "Company"), there was constituted the "Southern Pacific Company Equipment Trust, Series No. 40", 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; and

WHEREAS, the Company was merged into and with Transportation Company on November 26, 1969, in accordance with the plan of reorganization and merger of the Company provided in Merger Agreement dated as of February 20, 1969 between the Company and Transportation Company, to which the new Southern Pacific Company (formerly S. P. Inc.), a corporation duly organized and existing in good standing under the laws of the State of Delaware, is a party, as approved and authorized by the Interstate Commerce Commission in its Report and Order entered on October 28, 1969, in I.C.C. Finance Docket Proceedings Nos. 25723 and 25724; and

WHEREAS, pursuant to said plan of reorganization and merger provided in said Merger Agreement dated as of February 20, 1969, the Transportation Company, as successor to the Company, has acquired all the assets and properties of the Company, has taken over all operations of the Company, and has assumed all of the Company's debts and liabilities; and in connection therewith, by Agreement and Assignment of Southern Pacific Company Equipment Trust Agreement, dated as of November 26, 1969, between the Company and Transportation Company, to which the Trustee has consented in writing, the Company has assigned and transferred to the Transportation Company all of its right, title and interest in, to and under the Agreement, and each and every supplement thereto, and all of its right, title and interest in and to the railroad equipment leased to the Company thereunder, and the Transportation Company has assumed all obligations, liabilities and covenants of the Company under

the terms and conditions of the Agreement and each and every supplement thereto, including all payments due or to become due from the Company thereunder.

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 Transportation 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 Transportation Company, has let and leased, and does hereby let and lease, to the Transportation Company as successor by merger to the Company, as aforesaid, as a part of the railroad equipment of Southern Pacific Company Equipment Trust, Series No. 40, (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>
1	70-ton, 50 ft. 6 in. box car with 16 ft. double door; Gunderson Brothers Engineering Corporation, builder; lettered SP and numbered 225376 .....	\$14,378

Estimated total cost \$14,378

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement, the said railroad equipment hereinbefore specifically described.

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 Transportation 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. Gray  
Vice President

ATTEST:

[Signature]  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

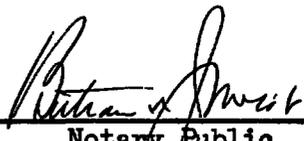
By Robert J. McLean  
Vice President and Treasurer

ATTEST:

[Signature]  
Assistant Secretary

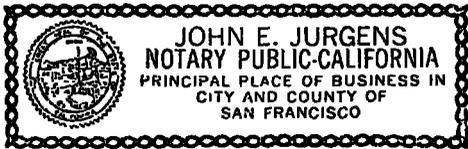
COMMONWEALTH OF PENNSYLVANIA, )  
 )  
CITY AND COUNTY OF PHILADELPHIA, ) SS.

On this 29th day of January, 1970, before me personally appeared W. 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, 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  
Philadelphia, Philadelphia County,  
Pennsylvania,  
My Commission Expires 7/2/73  
I am not a Stockholder, Director or  
Officer of within mentioned  
Corporation  
  
Bertram S. Jowett

STATE OF CALIFORNIA, )  
 ) SS.  
CITY AND COUNTY OF SAN FRANCISCO, )

On this 27<sup>th</sup> day of January, 1970, before me personally appeared ROBERT J. McLEAN, to me personally known, who, being by me duly sworn, says that he is 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.



My Commission Expires June 13, 1973

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