

# Southern Pacific Transportation Company

DEC 26 1974 - 1 15 PM

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ATTORNEYS

**FILE IN DOCKET**

December 26, 1974 No. **4-360A013**

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

Date **DEC 26 1974**

Fee \$ **10.00**

ICC Washington, D. C.

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

REC.  
JAN 9 10 38 AM '75

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 Fourth Supplement dated as of November 1, 1974, 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, Series No. 40

FEE OPERATION  
I.C.C.

DEC 26 1 01 PM '74

RECEIVED

#2 - Mr. R. L. Oswald

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;

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; and

Third Supplement to Equipment Trust, dated October 1, 1972, recorded on January 3, 1973, at 11:30 a.m., and assigned Recordation No. 4957-D.

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In connection with the recording of the Fourth Supplement to Equipment Trust dated as of November 1, 1974, 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:

#3 - Mr. R. L. Oswald

Name and Address of Trustee-Lessor:

First Pennsylvania Bank N. A.  
(formerly The First Pennsylvania Banking  
and Trust Company  
15th & Chestnut Sts.  
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 )

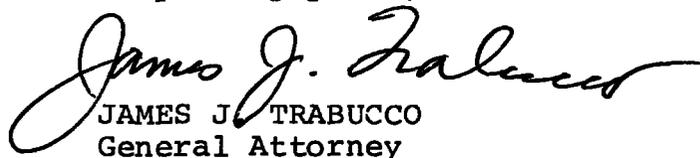
One Market Street  
San Francisco, California 94105

General Description of the Equipment Covered by  
Fourth Supplement to Equipment Trust Agreement:

- 1 100-ton, 2,300 cu. ft. open top  
hopper car, lettered SP and numbered  
465128.

When the recording of the Fourth Supplement to Equipment Trust 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. TRABUCCO  
General Attorney

RECORDATION NO. \_\_\_\_\_ Filed & R

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DEC 26 1974 -1 15 PM

~~INTERNATIONAL COMMERCE COMMISSION~~

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SOUTHERN PACIFIC COMPANY  
EQUIPMENT TRUST

SERIES NO. 40

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Fourth

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of November 1, 1974

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FIRST PENNSYLVANIA BANK N.A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST dated as of the first day of November, 1974, between First Pennsylvania Bank N. A. (formerly 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.

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 First Pennsylvania Bank N. A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as 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 Company Equipment Trust, Series No. 40, the railroad equipment hereinafter described, to wit:

1

100-ton, 2,300 cu. ft. open top  
hopper car, lettered SP and  
numbered 465128

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

This Fourth 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.

FIRST PENNSYLVANIA BANK N.A.,  
Trustee

By Wm. G. ...  
Vice President

Attest:

R. P. ...  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

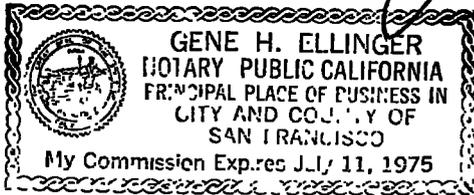
By Samuel G. ...  
Assistant Vice President and  
Assistant Treasurer

Attest:

Ruth Humphrey  
Assistant Secretary

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

On this 1st day of November , 1974, 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.

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

On this *29th* day of *November*, 19*74*, before me personally appeared *A. M. Krayer*, to me personally known, who, being by me duly sworn, says that he is 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, 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.

*Elizabeth J. Roberts*

Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires, March 1, 1976