

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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VICE PRESIDENT AND GENERAL COUNSEL

May 19, 1988

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RECORDATION NO. 8541-9 FILE 1225

MAY 20 1988-11 12 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8541-K FILE 1225

MAY 20 1988-11 12 AM

INTERSTATE COMMERCE COMMISSION

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W. W. WINDSTRA

VIA AIR COURIER

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28297 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 68

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 5, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 68, together with voucher in payment of the recording fee.

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

Equipment Trust Agreement dated as of October 15, 1976, recorded on October 29, 1976, at 2:35 PM, assigned Recordation No. 8541;

Ms. Noreta R. McGee  
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Supplement to Equipment Trust Agreement dated as of June 1, 1977, recorded on July 22, 1977, at 3:30 PM, assigned Recordation No. 8541-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 17, 1979, at 1:20 PM, assigned Recordation No. 8541-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 12, 1982, at 1:00 PM, assigned Recordation No. 8541-C;

Fourth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8541-D;

Fifth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8541-E;

Sixth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8541-F;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8541-G;

Seventh Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8541-H;  
and

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8541-I.

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of May 5, 1988, to the Equipment Trust Agreement dated as of October 15, 1976, 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:

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Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

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

General Description of the Equipment  
Covered by the Eighth Supplement:

| <u>Number of<br/>Units</u> | <u>Description</u>   |
|----------------------------|--|
| 4                          | Diesel Locomotives; General Motors Corp.<br>(Electro-Motive Division), builder; lettered<br>SP and numbered 2873, 3190, 3857 and 4424;<br>GRIP dates - February 1977, August 1977,<br>October 1977 and May 1977, respectively. |

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

| <u>Number of<br/>Units</u> | <u>Description</u>  |
|----------------------------|---|
| 19                         | 100-ton Box Cars; PACCAR, Inc., builder;<br>lettered SP and numbered 656237, 656240,<br>656252, 656257, 656262, 656266, 656284,<br>656287, 646317, 656320, 656329, 656337,<br>656353, 656357, 656365, 656370, 656380,<br>656396 and 656412. |
| 1                          | 100-ton Box Car; FMC Corporation, builder;<br>lettered SP and numbered 605560.  |

When the recording of the Eighth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts

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thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,

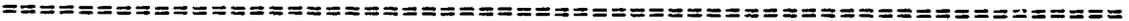
A handwritten signature in cursive script, appearing to read "Louis P. Warchot".

Louis P. Warchot  
General Attorney

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

MAY 20 1988 11 50 AM



INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 68

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

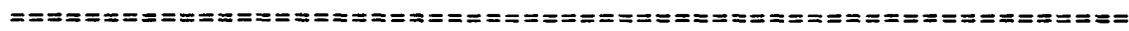
Dated as of May 5, 1988

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY



ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,  
dated as of the fifth day of May, 1988, by FIRST  
PENNSYLVANIA BANK, N.A., a corporation duly organized and  
existing under the laws of the Commonwealth of Pennsylvania,  
Trustee under the Equipment Trust Agreement hereinafter  
mentioned (hereinafter called the "Trustee"), to SOUTHERN  
PACIFIC TRANSPORTATION COMPANY, a corporation duly organized  
and existing under the laws of the State of Delaware (herein-  
after called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing  
date as of October 15, 1976, by and between the Trustee and  
the Company (hereinafter called the "Equipment Trust  
Agreement"), there was constituted the "Southern Pacific  
Transportation Company Equipment Trust, Series 68," pursuant  
to which Trustee leased certain railroad equipment to the  
Company, upon the terms and conditions therein set forth; and

WHEREAS, certain box cars comprising said Trust Equipment  
(hereinafter called "Unsuitable Equipment") have become  
unsuitable for use by the Company, and in accordance with the  
provisions of said Equipment Trust and in anticipation and  
consideration of the release of such Unsuitable Equipment, the  
Company has assigned and transferred to the Trustee other  
standard-gauge railroad equipment (hereinafter called the  
"Replacement Equipment"), other than work equipment, as  
specifically described in the Eighth Supplement to Equipment  
Trust dated as of May 5, 1988, ("Eighth Supplement"):

Number of  
Units

Description

|    |  |
|----|--|
| 19 | 100-ton Box Cars; PACCAR, Inc., builder; lettered SP and numbered 656237, 656240, 656252, 656257, 656262, 656266, 656284, 656287, 656317, 656320, 656329, 656337, 656353, 656357, 656365, 656370, 656380, 656396 and 656412. |
| 1  | 100-ton Box Car; FMC Corporation, builder; lettered SP and numbered 605560   |

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Eighth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

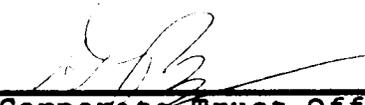
AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint GEORGE J. RAYZIS to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

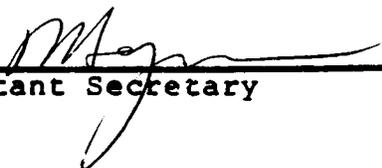
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its

name and its corporate seal to be hereunto affixed, duly  
attested, this 12<sup>th</sup> day of May, 1988.

FIRST PENNSYLVANIA BANK, N.A.

By   
Corporate Trust Officer

Attest:

  
Assistant Secretary

