

# Southern Pacific Transportation Company

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

(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN  
GENERAL SOLICITOR  
DOUGLAS E. STEPHENSON  
JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEYS

ROBERT S. BOGASON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
DAVID W. LONG  
CAROL A. HARRIS  
LELAND E. BUTLER  
GARY A. LAAKSO  
ROGER W. PEARSON  
STEPHEN A. ROBERTS  
GENERAL ATTORNEYS  
WRITER'S DIRECT DIAL NUMBER

(415) 541-1754

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. 28666 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 71

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 Fourth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of August 31, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 71, 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 February 1, 1978, 1976, recorded on February 27, 1978, at 2:50 PM, assigned Recordation No. 9254;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 9254-A;

Second Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 9254-B;

RECORDATION NO. 9254-F TIME 1988  
HAROLD S. LENTZ  
JONATHAN M. FIL  
JAMES M. EASTMAN  
JOSEPH G. SULLIVAN  
ASSISTANT GENERAL ATTORNEYS

September 12, 1988

SEP 13 1988 3 01 PM

DAVID B. BURNETT  
ROBERT E. PATTERSON  
JAMES T. BERTRAM III  
ATTORNEYS

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9254-F TIME 1988

SEP 13 1988 3 01 PM

INTERSTATE COMMERCE COMMISSION

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Third Supplement to Equipment Trust dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 9254-C; and

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, 11:50 AM, assigned Recordation No. 9254-D.

In connection with the recording of the Fourth Supplement and Assignment and Transfer, each dated as of August 31, 1988, to the Equipment Trust Agreement dated as of February 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.  
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 Fourth Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2967; GRIP date - February 1978.
19	70-ton Box Cars; FMC Corporation, builder; lettered SP and numbered 204036, 204042 and 204051 (GRIP Date - May, 1978), 204066, 204070, 204073, 204080, 204084, 204086, 204088 and 204092 (GRIP Date - June, 1978), <del>204100</del> , 204105, 204106, 204114, 204117, 204127, 204129 and 204137 (GRIP Date - July 1978).

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

<u>Number of Units</u>	<u>Description</u>
3	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 4120, 4434 and 6313; GRIP Dates - February 1978, January 1978, and December 1978, respectively.

When the recording of the Fourth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,



Louis P. Warchot  
General Attorney

Enclosures

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

REGISTRATION NO. 9254-F Filed 2/28/88

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**INTERSTATE COMMERCE COMMISSION**

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 71

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of August 31, 1988

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the thirty-first day of August, 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 (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of February 1, 1978, 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 71," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, a certain locomotive comprising said Trust Equipment (hereinafter called "Unsuitable Equipment") has 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 Fourth Supplement to Equipment Trust dated as of August 31, 1988, ("Fourth Supplement"):

Number of  
Units

Description

3

Diesel Locomotives; General Motors Corp. (Electo-Motive Division), builder; lettered SP and numbered 4120, 4434, and 6313; GRIP Dates - February 1978, January 1978, and December 1978, respectively.

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 Fourth 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.

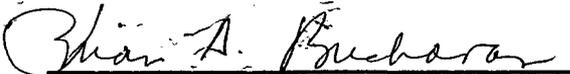
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 8<sup>th</sup> day of September, 1988.

FIRST PENNSYLVANIA BANK, N.A.

By

  
Corporate Trust Officer

Attest:

  
Assistant Secretary

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

On this 8<sup>th</sup> day of September, 1988, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal 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.

Lynne N. McCorry  
Notary Public

My commission expires:

NOTARIAL SEAL LYNNE N. McCORRY, Notary Public City of Philadelphia, Phila. County My Commission Expires July 2, 1990
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