

# Southern Pacific Transportation Company

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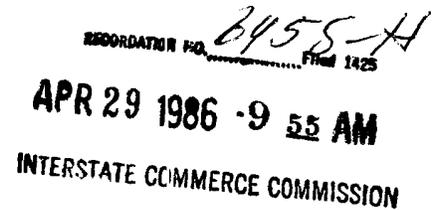
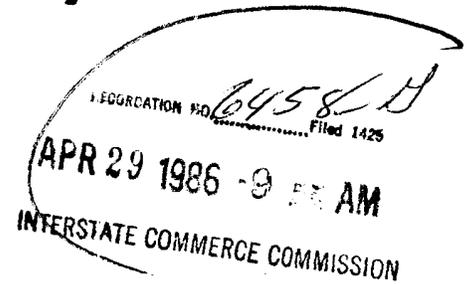
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THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

April 24, 1986



Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 26892 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 54

Dear Mr. Bayne:

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 Sixth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of March 31, 1986, to Equipment Trust Agreement dated as of November 15, 1971, creating Southern Pacific Company Equipment Trust, Series No. 54, 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 November 15, 1971, recorded on January 7, 1972, at 1:20 PM, assigned Recordation No. 6458;

Mr. James H. Bayne  
Page Two  
April 24, 1986

\*Supplement to Equipment Trust Agreement dated as of May 1, 1973, recorded on June 11, 1973, at 11:40 AM, assigned Recordation No. 6454-C;

\*\*Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6458-A;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6458-C;

Car Sublease Agreement dated as of January 5, 1983, recorded on May 17, 1983, at 3:30 PM, assigned Recordation No. 6458-D;

Fourth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6458-E; and

Fifth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6458-F.

In connection with the recording of the Sixth Supplement and Assignment and Transfer, each dated as of March 31, 1986, to the Equipment Trust Agreement dated as of November 15, 1971, 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

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\*This Supplement should have been recorded under Recordation No. 6458-A.

\*\*This Supplement should have been recorded under Recordation No. 6458-B.

Mr. James H. Bayne  
Page Three  
April 24, 1986

General Description of the Equipment  
Covered by the Sixth Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6340; GRIP date - June, 1979.

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

<u>Number of Units</u>	<u>Description</u>
32	100-ton Gondolas; Gunderson, Inc., builder; lettered SP and numbered 354765, 354770, 354777, 354778, 354786, 354799, 354813, 354818, 354830, 354834, 354844, 354845, 354858, 354880, 354887, 354891, 354903, 354906, 354908, 354917, 354923, 354924, 354935, 354936, 354950, 354989, 354992, 355001, 355003, 355004, 355009, and 355034.
4	70-ton Flat Cars; ACF Industries, Inc., builder; lettered SP and numbered 508420, 508498, 508650 and 508653.

When the recording of the Sixth Supplement and Assign-  
ment 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,

  
Lenona Young

Enclosures

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

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 54

RECORDATION NO. *6245819* Filed 1425

APR 29 1986 -9 55 AM

INTERSTATE COMMERCE COMMISSION

\*\*\*\*\*

SIXTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of March 31, 1986

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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 thirty-first day of March, 1986, 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 November 15, 1971, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 54 (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 the Company; 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 destroyed railroad equipment; 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 (\$1.00) 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 Transportation Company Equipment Trust, Series No. 54, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6340; GRIP date - June, 1979.

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

This Sixth 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.

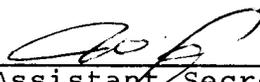
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

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.

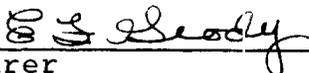
FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By   
Corporate Trust Officer

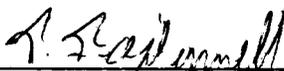
Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Treasurer

Attest:

  
Assistant Secretary



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

On this 2nd day of April, 1986, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is 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.

*Lenona M. J. Young*  
Notary Public

