

# Southern Pacific Transportation Company

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

(415) 541-1000

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SENIOR GENERAL ATTORNEY

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GARY A. LAAKSO  
ROGER W. PEARSON  
JAMES M. EASTMAN  
GENERAL ATTORNEYS  
WRITER'S DIRECT DIAL NUMBER

8541-*S & M*  
SEP 8 1989 -11 10 AM  
INTERSTATE COMMERCE COMMISSION

SEP 8 1989 -11 10 AM

INTERSTATE COMMERCE COMMISSION

9-251A008

(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. 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 Ninth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, 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;

62, UN 80 11 0 456

Ms. Noreta R. McGee  
Page Two  
September 6, 1989

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;

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;

Eighth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8541-J; and

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8541-K.

Ms. Noreta R. McGee  
Page Three  
September 6, 1989

In connection with the recording of the Ninth Supplement and Assignment and Transfer, each dated as of July 10, 1989, to the Equipment Trust Agreement dated as of October 15, 1976, the following information is set forth:

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 Ninth Supplement:

<u>Number of Units</u>	<u>Description</u>
1	100-ton Gondola Car; Baldwin, builder; lettered SP and numbered 341385; GRIP date - March, 1978.

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

<u>Number of Units</u>	<u>Description</u>
1	100-ton Box Car; PACCAR, Inc., builder; lettered SP and numbered 656449.

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

Ms. Noreta R. McGee  
Page Four  
September 6, 1989

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

Very truly yours,

*Louis P. Warchot*  
Louis P. Warchot  
General Attorney *ly*

Enclosures

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

**Interstate Commerce Commission**

Washington, D.C. 20423

8

OFFICE OF THE SECRETARY

9/8/89

Louis P. Warchot  
General Attorney  
Southern Pacific Transp. Co.  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/8/89 at 11:10am and assigned recordation number(s). 8541-L & 8541-M

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 68

~~8544-8~~ *8544-8*  
SEP 8 1989 - 11 10 AM  
INTERSTATE COMMERCE COMMISSION

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NINTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 10, 1989

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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 tenth day of July, 1989, between First Pennsylvania Bank, N.A., 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 October 15, 1976, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 68 (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 unsuitable 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 68, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	100-ton Gondola Car; Baldwin, builder; lettered SP and numbered 341385; GRIP date - March, 1978.

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

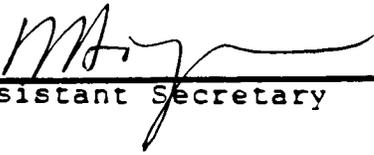
This Ninth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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.

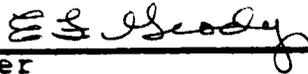
FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By Catherine Wedeck  
Corporate Trust Officer

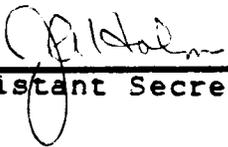
Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

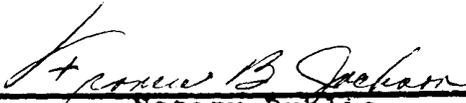
By   
Treasurer

Attest:

  
Assistant Secretary

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

On this 30th day of August 1989, before me personally appeared Catherine Wiedecke 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.

  
Notary Public

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

On this 10th day of July, 1989, 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 the seal 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

