

# Southern Pacific Transportation Company

JOHN J. CORRIGAN  
GENERAL SOLICITOR

JOHN MACDONALD SMITH  
RICHARD S. KOPF  
SENIOR GENERAL ATTORNEYS

ROBERT S. BOGASON  
DOUGLAS E. STEPHENSON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
STUART E. VAUGHN  
ANN FINGARETTE HASSE  
DAVID W. LONG  
CAROL A. HARRIS  
CRAIG J. WHITNEY  
GENERAL ATTORNEYS

HAROLD S. LENTZ  
GARY A. LAAKSO  
JONATHAN M. FIL  
DORENE M. CURTIS  
STEPHEN A. ROBERTS  
ASSISTANT GENERAL ATTORNEYS

LAWRENCE P. RIFF  
CLAUDE F. KOLM  
ATTORNEYS

WRITER'S DIRECT DIAL NUMBER  
(415) 541-1757

Southern Pacific Building • One Market Plaza  
San Francisco, California 94105  
(415) 541-1000

THORMUND A. MILLER  
VICE PRESIDENT AND GENERAL COUNSEL

February 25, 1986

6495-H  
FEB 27 1986 - 1 20 PM  
INTERSTATE COMMERCE COMMISSION

6495-H  
FEB 27 1986 - 1 20 PM  
INTERSTATE COMMERCE COMMISSION  
2/27/86  
Fee \$ 20.00  
DC Washington, D. C.

VIA E.T.A. AIR COURIER

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27005 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 56

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and five (5) fully executed counterparts of Seventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of February 10, 1986, to Equipment Trust Agreement dated as of February 1, 1972, creating Southern Pacific Transportation Company Equipment Trust, Series No. 56, 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, 1972, recorded on February 4, 1972, at 4:35 PM, assigned Recordation No. 6495;

Mr. James H. Bayne  
Page Two  
February 25, 1986

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6495-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6495-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6495-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. 6495-D;

Fifth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6495-E; and

Sixth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6495-F.

In connection with the recording of the Seventh Supplement and Assignment and Transfer, each dated as of February 10, 1986, to the Equipment Trust Agreement dated as of February 1, 1972, 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

Mr. James H. Bayne  
Page Three  
February 25, 1986

General Description of the Equipment  
Covered by the Seventh Supplement:

<u>Number of Units</u>	<u>Description</u>
6	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6302 (GRIP date - August, 1979), 6318 (GRIP date - January, 1979), 6326 (GRIP date - March, 1979), 6327 (GRIP date - May, 1979), 6328 (GRIP date - January, 1979), and 6353 (GRIP date - September, 1979).

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

<u>Number of Units</u>	<u>Description</u>
10	3600 H.P. Locomotives; General Motors Corp., builder; lettered SP and numbered 9177, 9178, 9180, 9184, 9191, 9196, 9199, 9200, 9210, and 9216.
2	100-ton Gondola Cars; Thrall Car Manufacturing Co., builder; lettered SP and numbered 337636 and 337656.
3	70-ton Flat Cars; ACF Industries, Inc., builder; lettered SP and numbered 508695, 508718, and 508796.
40	70-ton Box Cars; Gunderson, Inc., builder; lettered SP and numbered 240256, 240262, 240295, 240317, 240345, 240364, 240447, 240494, 240538, 240541, 240544, 240554, 240574, 240588, 240628, 240644, 240657, 240709, 240737, 240755, 240756, 240764, 240797, 240808, 240830, 240921, 240957, 240967, 240971, 240990, 241004, 241009, 241025, 241042, 241058, 241070, 241075, 241082, 241111, and 241149.
2	50-ton Cabooses; International Car Company, builder; lettered SP and numbered 1887 and 1926.

Ms. James H. Bayne  
Page Four  
February 25, 1986

<u>Number of Units</u>	<u>Description</u>
1	100-ton Hopper Car; Greenville Steel Car Company, builder; lettered SP and numbered 465055.
1	2800 H.P. Locomotive; Morrison-Knudsen, builder; lettered SP and numbered 7030.

When the recording of the Seventh Supplement and Assignment and Transfer have been completed, will you endorse, with the pertinent recording information, all executed counterparts thereof, and return five (5) of the same to the undersigned.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

6495-11  
FEB 27 1986 1 20 PM

---

---

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 56

\*\*\*\*\*

SEVENTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of February 10, 1986

\*\*\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

---

---

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the tenth day of February, 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 February 1, 1972, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 56 (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. 56, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
6	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6302 (GRIP date - August, 1979), 6318 (GRIP date - January, 1979), 6326 (GRIP date - March, 1979), 6327 (GRIP date - May, 1979), 6328 (GRIP date - January, 1979), and 6353 (GRIP date - September, 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 Seventh 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 13<sup>th</sup> day of February, 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

