

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
FEB 27 1986
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

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:

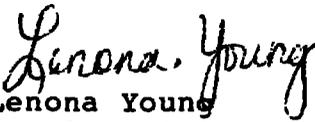
<u>Number of Units</u>	<u>Description</u>
10	3600 H.P. Locomotives; General Motors Corp., builder; lettered SP and numbered 9177, 9178, 9180, 9184, 9191, 9196, 9199, 9200, 9210, and 9216.
2	100-ton Gondola Cars; Thrall Car Manufacturing Co., builder; lettered SP and numbered 337636 and 337656.
3	70-ton 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-H

FEB 21 1986 1 42 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES NO. 56

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of February 10, 1986

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,
dated as of the tenth day of February, 1986, by FIRST
PENNSYLVANIA BANK, N.A., formerly known as The First
Pennsylvania Banking and Trust Company, 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, 1972, 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 No.
56," pursuant to which Trustee leased certain railroad
equipment to the Company, upon the terms and conditions
therein set forth; and

WHEREAS, certain box cars, gondola cars, flat cars,
hopper cars, cabooses, and locomotives comprising said Trust
Equipment (hereinafter called "Destroyed Equipment") have
been destroyed by the Company, and in accordance with the
provisions of said Equipment Trust and in anticipation and
consideration of the release of such Destroyed 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 Seventh Supplement to Equipment Trust dated as of February 10, 1986 ("Seventh Supplement"):

<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.
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.

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 goodstanding and by virtue of the prior subjection and the

Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Seventh Supplement thereto, the Company is now entitled to the release of the aforesaid Destroyed 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 Destroyed 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 Destroyed Equipment.

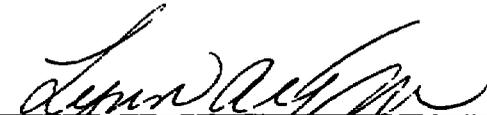
TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

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.

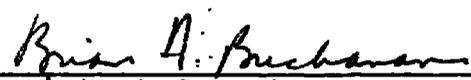
The Trustee does hereby constitute and appoint LYNN A. TUZINSKI to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, 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 Destroyed Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 20th day of February, 1986.

FIRST PENNSYLVANIA BANK, N.A.

By 
Corporate Trust Officer

ATTEST:


Assistant Secretary

