

# 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

JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEY

ROBERT S. BOGASON  
DOUGLAS E. STEPHENSON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
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  
CLAUDE F. KOLM  
ASSISTANT GENERAL ATTORNEYS

LAWRENCE P. RIFF  
ATTORNEY

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

RECORDATION NO. 6623-H Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION

October 1, 1986

RECORDATION NO. 6623-H Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION

**FILING FEE WAIVED**

VIA E.T.A. AIR COURIER

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

RE: I.C.C. Finance Docket No. 27090 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 57

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 September 15, 1986, to Equipment Trust Agreement dated as of May 15, 1972, creating Southern Pacific Company Equipment Trust, Series No. 57, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Mr. James H. Bayne  
Page Two  
October 1, 1986

Equipment Trust Agreement dated as of May 15, 1972, recorded on June 9, 1972, at 1:20 PM, assigned Recordation No. 6623;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6623-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. 6623-B;

Third Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 6623-C;

Fourth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 6623-D;

Fifth Supplement to Equipment Trust Agreement dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6623-E; and

Assignment and Transfer of Certain Road Equipment dated as of February 10, 1986, recorded on February 27, 1986, at 1:20 PM, assigned Recordation No. 6623-F.

In connection with the recording of the Sixth Supplement and Assignment and Transfer, each dated as of September 15, 1986, to the Equipment Trust Agreement dated as of May 15, 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  
October 1, 1986

General Description of the Equipment  
Covered by the Sixth Supplement:

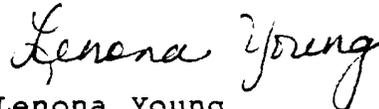
<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 7335; GRIP date - November, 1980.

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

<u>Number of Units</u>	<u>Description</u>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9251 and 9255.

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

Very truly yours,



Lenona Young  
Legal Assistant

Enclosures

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

PAYMENT OF:

SPTCo. Equipment trusts, Series Nos. 55, 56, and 57

AMOUNT

\$ 60

ACCOUNTS PAYABLE CHECK

**Southern Pacific Transportation Company**

SAN FRANCISCO, CALIFORNIA 94105

5380414034

S-219-AP

CITIBANK (DELAWARE) CITICORP  
A SUBSIDIARY OF CITICORP

62-20  
311

ACCTG PERIOD  
SEP 86

ISSUE DATE  
SEP 16, 86

PAY

SIXTY AND NO/100 DOLLARS

\$60.00#

TO THE ORDER OF

INTERSTATE COMMERCE COMMISSION

WASHINGTON DC 20423

*T.C. Yarbrough*  
AUTHORIZED SIGNATURE-ACCTG. DEPT.

*Bob Powell*  
AUTHORIZED SIGNATURE-TREASURY DEPT.

⑈ 5380414034 ⑆ ⑆ 0311002091 ⑆ 38699216 ⑆

SOUTHERN PACIFIC TRANSPORTATION COMPANY PLEASE DETACH THIS REMITTANCE STATEMENT NOT NEGOTIABLE

INVOICE #		EXPENSE ALLOC. CODE	DESCRIPTION	GROSS AMOUNT	DISCOUNT OR ADJUSTMENT	NET AMOUNT	ACCT. ST.	TAX LOC.
MO.	DAY							
09	12	0020	EQPT	60.00		60.00	000000	

CHECK CONTROL 5380414034 \* LAST INVOICE IF DATE OR NUMBER NOT SHOWN ON RECAPPED BILL

← SPECIAL HANDLING TOTAL → 60.00 1552

CORRESPONDENCE SHOULD REFER TO THIS NUMBER

VENDOR NO. 095505

5380414034

ADDRESS:  
CONTROLLER, SOUTHERN PACIFIC TRANSPORTATION CO.  
SOUTHERN PACIFIC BUILDING, ONE MARKET PLAZA, SAN FRANCISCO, CA. 94105

RECORDATION NO. *662314* Filed & Recorded

OCT 27 1985 4-2 5 PM

INTERSTATE COMMERCE COMMISSION  
SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 57

\*\*\*\*\*

SIXTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of September 15, 1986

\*\*\*\*\*

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY



SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of September, 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 May 15, 1972, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 57 (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 railroad equipment which has become unsuitable for use; 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. 57, 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 7335; GRIP date - November, 1980.

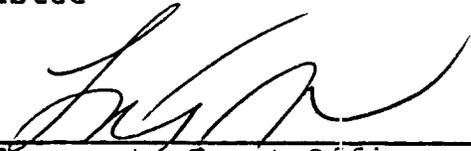
TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

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.

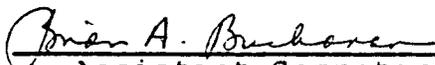
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

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.

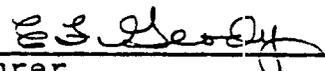
FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By   
Corporate Trust Officer

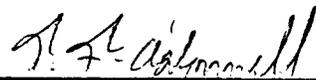
Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Treasurer

Attest:

  
Assistant Secretary



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

On this 15th day of September, 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

