

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
DOUGLAS E. STEPHENSON
JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEYS

ROBERT S. BOGASON
LOUIS P. WARCHOT
WILLIAM E. SAUL
DAVID W. LONG
CAROL A. HARRIS
LELAND E. BUTLER
GENERAL ATTORNEYS

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

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

March 27, 1987

RECORDATION NO. 6623-7 Filed & Recorded

MAR 31 1987 11-10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6623-5 Filed & Recorded

MAR 31 1987 11-10 AM

INTERSTATE COMMERCE COMMISSION

No.

Date MAR 31 1987

Fee \$ 20.00

ICC Washington, D. C.

MAR 31 11 04 AM '87
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TOP OF UNIT OF
THE STATE OF

VIA EXPRESS MAIL

Ms. Noreta F. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
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, five (5) certified counterparts of Seventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of March 15, 1987, to Equipment Trust Agreement dated as of May 15, 1972, creating Southern Pacific Transportation 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
March 27, 1987

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;

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;

Sixth Supplement to Equipment Trust Agreement dated as of September 15, 1986, recorded on October 27, 1986, at 4:25 PM, assigned Recordation No. 6623-G; and

Assignment and Transfer of Certain Road Equipment dated as of September 15, 1986, recorded on October 27, 1986, at 4:25 PM, assigned Recordation No. 6623-H.

In connection with the recording of the Seventh Supplement and Assignment and Transfer, each dated as of March 15, 1987, 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:

Mr. James H. Bayne
Page Three
March 27, 1987

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:

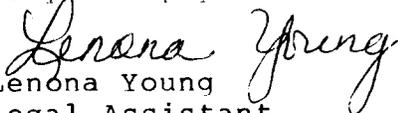
<u>Number of Units</u>	<u>Description</u>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2668 and 2669.

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

<u>Number of Units</u>	<u>Description</u>
1	3600 H.P. Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 9247.

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

Very truly yours,


Lenora Young
Legal Assistant

Enclosures

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

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

March 31, 1987

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/31/87 at 11:10 AM, and assigned re-
recording number(s). 6623-I and 6623-J

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 57

RECORDATION NO. 6623-7 Filed & Recorded

MAR 31 1987 11-10 AM

INTERSTATE COMMERCE COMMISSION

SEVENTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of March 15, 1987

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of March, 1987, 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>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 2668 and 2669.

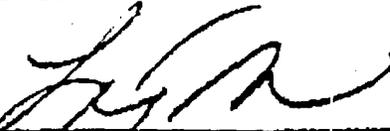
TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

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
Act. Vice Pres.

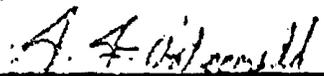
Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 26th day of March, 1987, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is *Assistant Vice President* ~~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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCarty

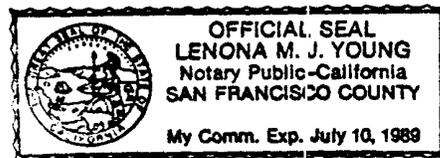
Notary Public
LYNNE N. MCCARTY
Notary Public, Phila., PA
My Commission Expires July 2, 1990

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

On this 23rd day of March, 1987, 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



CERTIFIED TRUE COPY

I, LENONA M. J. YOUNG, Notary Public, have compared the foregoing copy of Seventh Supplement to Equipment Trust dated as of March 15, 1987, to Equipment Trust Agreement with First Pennsylvania Bank, N.A., as Trustee, Series No. 57 dated as of May 15, 1972, between Southern Pacific Transportation Company and First Pennsylvania Bank, N.A., with the original of said document and hereby certify that it is a true and correct copy in all respects.

Notary Public in and for
the City and County of
San Francisco, State of
California.

Lenona M. J. Young
Notary Public
March 27, 1987
Date

