

Southern Pacific Transportation Company

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

(415) 541-1000

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WRITER'S DIRECT DIAL NUMBER

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JAMES T. BERTRAM III
ATTORNEYS

7850-0
RECORDATION NO. 7850-0 FILED 1988
AUG 1 1988 3:20 PM

7850-N
RECORDATION NO. 7850-N FILED 1988

AUG 1 1988 3:20 PM

INTERSTATE COMMERCE COMMISSION

(415) 541-1754

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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. 27836 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 67

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 Tenth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of June 15, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 67, 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 15, 1975, recorded on February 26, 1975, at 3:40 PM, assigned Recordation No. 7850;

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Supplement to Equipment Trust Agreement dated as of January 1, 1976, recorded on February 5, 1976, at 10:45 AM, assigned Recordation No. 7850-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. 7850-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. 7850-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. 7850-D;

Fifth Supplement to Equipment Trust Agreement dated as of June 30, 1984, recorded on July 17, 1984, at 11:20 AM, assigned Recordation No. 7850-E;

Assignment and Transfer of Certain Road Equipment dated as of June 30, 1984, recorded on July 17, 1984, at 11:20 AM, assigned Recordation No. 7850-F;

Sixth Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 7850-G;

Seventh Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 7850-H;

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. 7850-I;

Eighth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 7850-J;

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. 7850-K;

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Ninth Supplement to Equipment Trust Agreement dated as of January 15, 1988, recorded on February 22, 1988, at 3:00 PM, assigned Recordation No. 7850-L; and

Assignment and Transfer of Certain Road Equipment dated as of January 15, 1988, recorded on February 22, 1988, at 3:00 PM, assigned Recordation No. 7850-M.

In connection with the recording of the Tenth Supplement and Assignment and Transfer, each dated as of June 15, 1988, to the equipment Trust Agreement dated as of February 15, 1975, 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 Tenth Supplement:

<u>Number of Units</u>	<u>Description</u>
2	Diesel Locomotives; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 3188 and 3189; GRIP Dates-February 1977 and April 1977, respectively.

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 Hopper Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 466013.

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

<u>Number of Units</u>	<u>Description</u>
2	70-ton Box Cars; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 245894 and 245944.
4	70-ton Flat Cars; Bethlehem Steel Corporation, builder; lettered SP and numbered 513716, 513758, 513761, and 513780.

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

Enclosures

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

REGISTRATION NO. 7850-N FORM 1988

AUG 1 1988 8 20 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 67

TENTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of JUNE 15, 1988

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of June, 1988, 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 February 15, 1975, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 67 (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 67, 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 3188 and 3189; GRIP dates - February 1977 and April 1977, respectively.

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

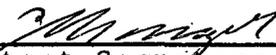
This Tenth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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.

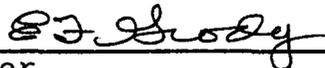
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

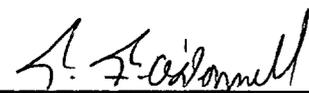
Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 30th day of June, 1988, before me personally appeared GEORGE J. RAYZIS, 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.

Lynne N. McCorry

Notary Public

LYNNE N. McCORRY

Notary Public, Phila., Phila. Co.

My Commission Expires July 2, 1990

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

On this 15th day of June, 1988, 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

