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Southern Pacific Transportation Company

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

(415) 541-1000

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SENIOR GENERAL ATTORNEY

August 16, 1989

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WRITER'S DIRECT DIAL NUMBER

RECORDATION NO 7850 FILED 1428

9-240A022

AUG 28 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

(415) 541-1754

RECORDATION NO 7850 FILED 1428

AUG 28 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

Via Air Courier

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 Eleventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, 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;

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;

Tenth Supplement to Equipment Trust Agreement dated as of June 15, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 7850-N; and

Assignment and Transfer of Certain Road Equipment dated as of June 15, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 7850-O.

In connection with the recording of the Eleventh Supplement and Assignment and Transfer, each dated as of July 10, 1989, to the Equipment Trust Agreement dated as of February 15, 1975, the following information is set forth:

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 Eleventh Supplement:

Number of
Units

Description

1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6302; GRIP Date-August, 1979.
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Page Four
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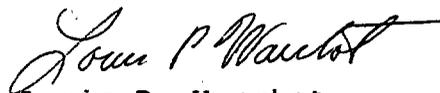
- 12 70-ton Box Cars; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 697744, 697874, 697989, 698002, 698031, 698036, 698064, 698075, 698133 and 698183 (GRIP Date - December, 1976); 698213 and 698215 (GRIP Date - September, 1980).

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

<u>Number of Units</u>	<u>Description</u>
3	100-ton Gondola Cars; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 355185, 355208 and 355210.
1	70-ton Box Car; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 245988.
1	70-ton Flat Car; Bethlehem Steel Corporation, builder; lettered SP and numbered 513785.
2	Diesel Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 9369 and 9370.

When the recording of the Eleventh 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
General Attorney

Enclosures

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

RECORDATION NO. 7850-P
FEB 1988

AUG 28 1989 -12 05 PM

SOUTHERN PACIFIC TRANSPORTATION COMPANY
INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST

SERIES 67

ELEVENTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 10, 1989

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the tenth day of July, 1989, 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 unsuitable 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>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 6302; GRIP date - August, 1979.
12	70-ton Box Cars; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 697744, 697874, 697989, 698002, 698031, 698036, 698064, 698075, 698133, 698183 (GRIP Date - December, 1976), 698213 and 698215 (GRIP Date - September, 1980).

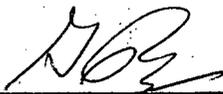
TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Eleventh 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.

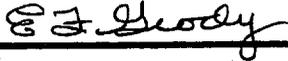
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

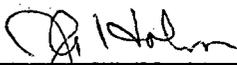
Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 28th day of July, 1989, 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

NOTARIAL SEAL
LYNNE N. McCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990

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

On this 10th day of July, 1989, 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

