

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

April 24, 1986

RECORDATION NO. 6776-#
Filed 1425
APR 29 1986 -9 55 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6776-#
Filed 1425
APR 29 1986 -9 55 AM
INTERSTATE COMMERCE COMMISSION

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

RE: I.C.C. Finance Docket No. 27790 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 59

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 Seventh Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of March 31, 1986, to Equipment Trust Agreement dated as of September 15, 1972, creating Southern Pacific Company Equipment Trust, Series No. 59, 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 September 15, 1972, recorded on October 26, 1972, at 11:15 AM, assigned Recordation No. 6776;

Mr. James H. Bayne
Page Two
April 24, 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. 6776-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. 6776-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 16, 1982, at 2:15 PM, assigned Recordation No. 6776-C;

Fourth Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 6776-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. 6776-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. 6776-F.

In connection with the recording of the Seventh Supplement and Assignment and Transfer, each dated as of March 31, 1986, to the Equipment Trust Agreement dated as of September 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
April 24, 1986

General Description of the Equipment
Covered by the Seventh Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SP and numbered 4440; GRIP date - March, 1980.

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

<u>Number of Units</u>	<u>Description</u>
10	70-ton Box Cars; Gunderson, Inc., builder; lettered SP and numbered 242596, 242597, 242603, 242617, 242648, 242661, 242743, 242766, 242825, and 242892.
5	100-ton Box Cars; ACF Industries, Inc., builder; lettered SP and numbered 668001, 668019, 668039, 668064, and 668093.
6	70-ton Box Cars; PACCAR Inc., builder; lettered SP and numbered 697332, 697348, 697372, 697377, 697401, and 697408.
2	70-ton Box Cars; Pullman-Standard, builder; lettered SP and numbered 248082 and 248099.

When the recording of the Seventh 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,

Lenona Young

Lenona Young

Enclosures

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

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES NO. 59

RECORDATION NO. *5776-18* Filed 1425
APR 29 1986 -9 55 AM
INTERSTATE COMMERCE COMMISSION

SEVENTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of March 31, 1986

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirty-first day of March, 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 September 15, 1972, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 59 (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 No. 59, 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 4440; GRIP date - March, 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 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.

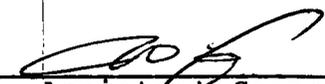
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

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.

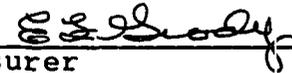
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 2nd day of April, 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

