

Southern Pacific Transportation Company

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

(415) 541-1000

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REC. DATE NO. 7726-F
Filed 1425

July 20, 1987

JUL 21 1987 -1 20 PM
INTERSTATE COMMERCE COMMISSION

REC. DATE NO. 7726-G
Filed 1425

JUL 21 1987 -1 20 PM
INTERSTATE COMMERCE COMMISSION

WRITER'S DIRECT DIAL NUMBER

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VIA HAND DELIVERY

Ms. Noretta F. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27761 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 65

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 Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of June 1, 1987, to Equipment Trust Agreement dated as of October 15, 1974, creating Southern Pacific Company Equipment Trust, Series 65, 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 October 15, 1974, recorded on November 22, 1974, at 2:30 PM, assigned Recordation No. 7726;

JUL 21 1 27 PM '87
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

Counterparts - 5H

Ms. Noreta F. McGee
Page Two
July 20, 1987

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 17, 1979, at 1:20 PM, assigned Recordation No. 7726-A;

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 7726-B;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 7726-C;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 7726-D; and

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. 7726-E.

In connection with the recording of the Fifth Supplement and Assignment and Transfer, each dated as of June 1, 1987, to the Equipment Trust Agreement dated as of October 15, 1974, 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 Fifth Supplement:

Number of
Units

Description

5	Diesel Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 1537 and 7482-7485 (GRIP Dates - May 1980, September 1983, October 1983, October 1983, and November 1983, respectively).
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Ms. Noreta F. McGee
Page Three
July 20, 1987

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 Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465530, 465563 and 465582.
13	3300 H.P. Locomotives; General Electric Co., builder; lettered SP and numbered 8585, 8586, 8588 - 8598.
1	3600 H.P. Locomotive; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 9350.

When the recording of the Fifth 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
Legal Assistant

Enclosures

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

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/2187

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 7/21/87 at 1:30 PM, and assigned recordation number(s). 7019-L and M6863 -H and I, 7191-G and H, 7726-F and G

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 65

REGISTRATION NO. *7726-F* Filed 1425

JUL 31 1987 - 1 12 PM

INTERSTATE COMMERCE COMMISSION

FIFTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of June 1, 1987

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of June, 1987, 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 October 15, 1974, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 65 (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 65, the railroad equipment herein-after described, to wit:

<u>Number of Units</u>	<u>Description</u>
5	Diesel Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 1537 and 7482-7485 (GRIP Dates - May 1980, September 1983, October 1983, October 1983, and November 1983, 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 Fifth 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.

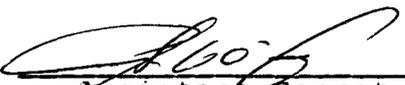
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

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.

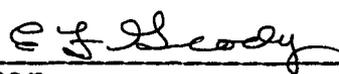
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Assistant Vice President

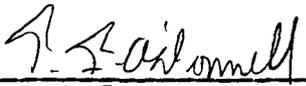
Attest:


Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 1st day of June, 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

