

CHAPMAN AND CUTLER

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RECORDATION NO. 18080-E FILED 1425

RECORDATION NO. 18080-A FILED 1425

APR 30 1993 12-05 PM

APR 30 1993 12-05 PM

INTERSTATE COMMERCE COMMISSION

April 29, 1993

INTERSTATE COMMERCE COMMISSION

18080 - D
- E

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Southern Pacific Transportation Company
Leveraged Lease Financing of Locomotives and Container Cars

Dear Mr. Strickland:

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code an original and five counterparts of each of the secondary documents described below. The undersigned has acted as special counsel in connection with the preparation of the enclosed documents and has knowledge of the matters set forth therein.

The enclosed secondary documents are as follows:

Lease Supplement No. 2 dated April 30, 1993, between U.S. Trust Company of California, N.A., as lessor (the "Lessor"), and Southern Pacific Transportation Company, as lessee (the "Lessee"). The primary document to which this Lease Supplement No. 2 is connected is the Equipment Lease dated as of December 1, 1992, which was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation Number 18080.

Trust Indenture Supplement No. 2 dated April 30, 1993, of U.S. Trust Company of California, N.A., as owner trustee (the "Owner Trustee"). The primary document to which this Trust Indenture Supplement No. 2 is connected is the Trust Indenture and Security Agreement dated as of December 1, 1992, which was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation Number 18080-A.

Handwritten signatures and initials on the left margin.

April 29, 1993

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CHAPMAN AND CUTLER

The names and addresses of the parties to the documents are as follows:

LEASE SUPPLEMENT NO. 2:

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

Lessor: U.S. Trust Company of California, N.A.,
as Owner Trustee
555 South Flower Street
Los Angeles, California 90071

TRUST INDENTURE SUPPLEMENT NO. 2:

Owner Trustee: U.S. Trust Company of California, N.A.,
as Owner Trustee
555 South Flower Street
Los Angeles, California 90071

Lease Supplement No. 2 and Trust Indenture Supplement No. 2 provide, *inter alia*, for the Equipment Lease and the Trust Indenture, respectively, to apply to the 13 locomotives and 60 double stack container cars bearing the road numbers set forth in Exhibit A to Lease Supplement No. 2 and Schedule 1 to Trust Indenture Supplement No. 2, namely the road numbers set forth in Schedule 1 hereto.

A general description of the equipment covered as of the date hereof by the aforesaid documents is set forth in Schedule 1 attached to this letter and made a part hereof.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Commission for recordation to:

Ross D. Taylor
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) LEASE SUPPLEMENT NO. 2:

Lease Supplement No. 2 dated April 30, 1993 between U.S. Trust Company of California, N.A., as Lessor, 555 South Flower Street, Los Angeles, California 90071, and Southern Pacific Transportation Company, as Lessee, Southern Pacific Building,

April 29, 1993

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CHAPMAN AND CUTLER

One Market Plaza, San Francisco, California 94105, covering 13 locomotives and 60 container cars bearing the road numbers set forth in Exhibit A to such Lease Supplement No. 2, namely road numbers set forth in Schedule 1 hereto. Lease Supplement No. 2 is related to the Equipment Lease dated as of December 1, 1992 which was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation Number 18080.

(2) TRUST INDENTURE SUPPLEMENT NO. 2:

Trust Indenture Supplement No. 2 dated April 30, 1993 of U.S. Trust Company of California, N.A., 555 South Flower Street, Los Angeles, California 90071, covering 13 locomotives and 60 container cars bearing the road numbers set forth in Schedule 1 to such Trust Indenture Supplement No. 2, namely road numbers set forth in Schedule 1 hereto. Trust Indenture Supplement No. 2 is related to the Trust Indenture and Security Agreement dated as of December 1, 1992 which was filed with the Interstate Commerce Commission on December 31, 1992 and assigned Recordation Number 18080-A.

Very truly yours,

CHAPMAN AND CUTLER

By


Ross D. Taylor

RDT:srw
Enclosures

**DESCRIPTION OF ITEMS OF EQUIPMENT
AND DESIGNATION OF CATEGORIES**

CATEGORY A

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
13	Diesel Electric Locomotives. Consisting of:	General Motors	
	8 Model SD 40-2 Locomotives		SP 7303, 7306, 7320, 7323, 7326, 7331, 7335, 7336,
	5 Model SD 40-T2 Locomotives		SP 8304, 8316, 8350, 8355 and 8496

CATEGORY B

UNITS	DESCRIPTION OF UNITS	SELLER	ROAD NUMBERS
60	Double-Stack Container Cars	Gunderson Inc.	SP 513840- 513899, inclusive

Interstate Commerce Commission
Washington, D.C. 20423

4/30/93

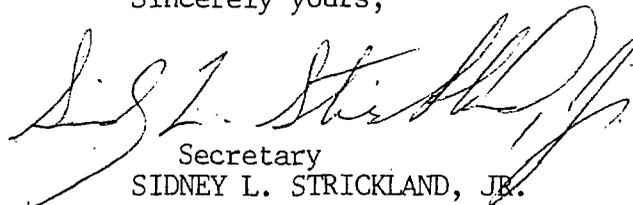
OFFICE OF THE SECRETARY

Ross D. Taylor
Chapman & Cutler
111 West Monroe Street
Chicago, IL. 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 4/30/93 at 12:05pm, and assigned
recordation number(s). 18080-D & 18080-E

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

APR 30 1993 12-05 PM

TRUST INDENTURE SUPPLEMENT NO. 2 INTERSTATE COMMERCE COMMISSION

THIS TRUST INDENTURE SUPPLEMENT NO. 2, dated April 30, 1993, (this "*Indenture Supplement*"), of U.S. TRUST COMPANY OF CALIFORNIA, N.A., a national banking association, not in its individual capacity but solely as trustee (the "*Owner Trustee*") under the Trust Agreement dated as of December 1, 1992 (the "*Trust Agreement*");

WITNESSETH:

WHEREAS, Trust Indenture and Security Agreement dated as of December 1, 1992 (the "*Indenture*"), between the Owner Trustee and The Bank of New York as Indenture Trustee (the "*Indenture Trustee*"), provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe the Equipment and shall specifically mortgage the Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Equipment described on Schedule 1 attached hereto and made a part hereof;

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and premium, if any, and interest on all of the Notes from time to time outstanding under the Indenture and the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture for the benefit of the holders of the Notes and in the Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, the property comprising the Equipment described on Schedule 1 attached hereto, and (ii) has sold, assigned, transferred and set over, all of the right, title and interest of the Owner Trustee under, in and to the Lease Supplement of even date herewith with respect to the Equipment described on Schedule 1 hereto (excluding, however, any rights to Excepted Property thereunder), to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

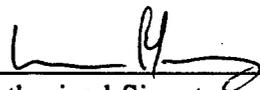
This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the attached Schedule 1 has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

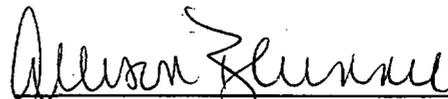
U.S. TRUST COMPANY OF CALIFORNIA, N.A.,
not in its individual capacity, but solely as
Owner Trustee

By 
Its Authorized Signatory

Executed this 27 day of April, 1993
in New York, New York.

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 27 day of April, 1993, before me personally appeared Louis P. Young, to me personally known, who being by me duly sworn, say that he is an Authorized Signatory of U.S. TRUST COMPANY OF CALIFORNIA, N.A., that said instrument was signed on such date 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.


Notary Public

[NOTARIAL SEAL]

My commission expires:

ALLISON BLUNNIE
Notary Public, State of New York
No. 41-5007490
Qualified in Queens County
Commission Expires February 1, 1995

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AND DESIGNATION OF CATEGORIES**

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