

Southern Pacific Transportation Company

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November 6, 1991

REGISTRATION NO. 9928-5 FILED 1425

NOV 18 1991 -3 40 PM

INTERSTATE COMMERCE COMMISSION

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GENERAL ATTORNEYS

ROBERT E. PATTERSON
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ATTORNEYS

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

REGISTRATION NO. 9928-K FILED 1425

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INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 28907 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 73

Dear Mr. Strickland:

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: (1) Seventh Supplement to Equipment Trust and (2) Assignment and Transfer of Certain Road Equipment, each dated as of September 30, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 73, both secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of December 1, 1978, recorded on December 20, 1978, at 2:45 PM, assigned Recordation No. 9928;

First Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 9928-A;

Second Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 9928-B;

Mr. Sidney L. Strickland, Jr.
Page Two
November 6, 1991

Third Supplement to Equipment Trust Agreement
dated as of March 31, 1986, recorded on April 29,
1986, at 9:55 AM, assigned Recordation No. 9928-C;

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. 9928-D;

Fourth Supplement to Equipment Trust Agreement
dated as of July 15, 1987, recorded on August 18,
1987, at 3:40 PM, assigned Recordation No. 9928-E;

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. 9928-F;

Fifth Supplement to Equipment Trust Agreement dated
as of June 15, 1988, recorded on August 1, 1988, at
3:20 PM, assigned Recordation No. 9928-G;

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. 9928-H;

Sixth Supplemental to Equipment Trust Agreement dated
as of July 10, 1989, recorded on August 28, 1989, at
12:05 PM, assigned Recordation No. 9928-I; and

Assignment and Transfer of Certain Road Equipment
dated as of July 10, 1989, recorded on August 28,
1989, at 12:05 PM, assigned Recordation No. 9928-J.

In connection with the recording of the Seventh Supplement
and Assignment and Transfer, each dated as of September 30, 1991,
to the Equipment Trust Agreement dated as of December 1, 1978,
the following information is set forth:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First Pennsylvania
Bank, N.A.)
510 Walnut Street
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

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

Mr. Sidney L. Strickland, Jr.
Page Three
November 6, 1991

A description of the railroad equipment covered by the foregoing Seventh Supplement is set forth in Attachment A attached thereto; and the railroad equipment covered by the foregoing Assignment is set forth in Attachment A attached thereto.

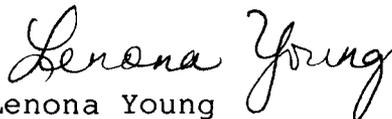
Also enclosed is a check in the amount of \$30 to cover the required recordation fees.

When the recording of the Seventh Supplement and Assignment 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.

A short summary of the enclosed documents to appear in the Commission's index is:

Seventh Supplement to Equipment Trust Agreement dated as of September 30, 1991 between Southern Pacific Transportation Company ("SPT"), as Lessee, and CoreStates Bank, N.A. ("CoreStates"), as Trustee, covering locomotives; and Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991 between SPT, as Lessee, and CoreStates, as Trustee, covering railcars and a locomotive.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

RECORDATION NO. 9928-K FILED 1025

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INTERSTATE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 73

SEVENTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of September 30, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirtieth day of September, 1991, between CoreStates Bank, N.A. (formerly 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 December 1, 1978, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 73 (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 CoreStates 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 73, the railroad equipment described in Attachment A hereto, which is incorporated herein by reference.

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

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respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.

CORESTATES BANK, N.A., Trustee

By 
Corporate Trust Officer

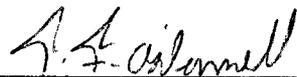
Attest:


~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Secretary

XOA598

SUPPLEMENTED UNITS
EQUIPMENT TRUST AGREEMENT SERIES 73 DATED DECEMBER 01 1978

PAGE 1
91/09/06

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 006313	SP	EF425 K1	6406	7812
GENERAL MOTORS CORP. (EMD)	SP 007309	SP	EF630 R1	6603	8007

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 2 UNITS

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

On this 30th day of September, 1991, 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.

Lenora Young-Rusconi
Notary Public

