

# Southern Pacific Transportation Company

2-108A011

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

(415) 541-1000

CANNON Y. HARVEY  
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN  
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT  
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEY

FACSIMILE  
GENERAL (415) 495-5436  
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

April 1, 1992

APR 17 1992 - 2 45 PM

INTERSTATE COMMERCE COMMISSION

ROBERT S. BOGASON  
DAVID W. LONG  
CAROL A. HARRIS  
LELAND E. BUTLER  
GARY A. LAAKSO  
STEPHEN A. ROBERTS  
JAMES M. EASTMAN  
WAYNE M. BOLIO  
JOHN D. FEENEY  
GENERAL ATTORNEYS

BARBARA A. SPRUNG  
ASSISTANT GENERAL ATTORNEY

ROBERT E. PATTERSON  
CECELIA C. FUSICH  
ATTORNEYS

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

RE: I.C.C. Finance Docket No. 28508 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 69

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, U.S.C. Section 11303(a), the original and four (4) fully executed counterparts of an Assignment and Transfer of Certain Road Equipment dated as of April 1, 1992, creating Southern Pacific Transportation Company Equipment Trust, Series 69, a secondary document 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 July 1, 1977, recorded on August 26, 1977, at 2:15 PM, assigned Recordation No. 8947;

Equipment Lease dated July 1, 1983, between Southern Pacific Transportation Company and Union Pacific Railroad Company, recorded on August 22, 1983, at 10:20 AM, assigned Recordation No. 8947-A;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 8947-B;

APR 17 2 37 PM '92  
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.  
Page Two  
April 1, 1992

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8947-C;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 8947-D;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 8947-E;

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. 8947-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 8947-G;

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. 8947-H;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-I;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 20, 1988, at 11:50 AM, assigned Recordation No. 8947-J;

Seventh Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-K;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 8947-L;

Eighth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8947-M;

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. 8947-N;

Mr. Sidney L. Strickland, Jr.  
Page Three  
April 1, 1992

Ninth Supplement to Equipment Trust Agreement dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 8947-O; and

Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 8947-P.

In connection with the recording of the Assignment and Transfer of Certain Road Equipment dated as of April 1, 1992, to the Equipment Trust Agreement dated as of July 1, 1977, 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

A description of the railroad equipment covered by the Assignment and Transfer of Certain Road Equipment is set forth in Attachment A attached thereto.

Also enclosed is a check in the amount of \$16 to cover the required recordation fees.

When the recording of the Assignment has 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.

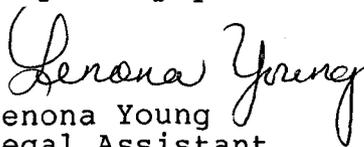
A short summary of the enclosed document to appear in the Commission's index is:

Assignment and Transfer of Certain Road Equipment dated as of April 1, 1992, between Southern Pacific

Mr: Sidney L. Strickland, Jr.  
Page Four  
April 1, 1992

Transportation Company, as Lessee, and CoreStates Bank,  
N.A., as Trustee, covering 34 boxcars

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/20/92

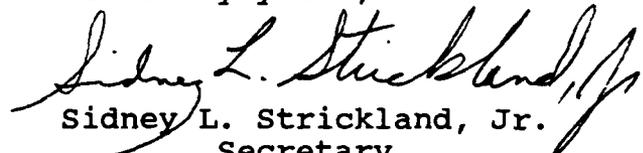
OFFICE OF THE SECRETARY

Lenona Young  
Legal Assistant  
Southern Pacific Transp. Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

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 4/17/92 at 2:45pm , and assigned recordation number(s). 8947-Q

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. *8947-Q* FILED IN

APR 17 1992 -2 45 PM

INTERSTATE RECORDATION COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES 69

\*\*\*\*\*

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of April 1, 1992

\*\*\*\*\*

*ICC  
Recordation No.  
8947-Q*

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,  
dated as of the first day of April, 1992, by 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 under the Equipment Trust Agreement  
hereinafter mentioned (hereinafter called the "Trustee"), to  
SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly  
organized and existing under the laws of the State of Delaware  
(hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing  
date as of July 1, 1977, by and between the Trustee and the  
Company (hereinafter called the "Equipment Trust Agreement"),  
there was constituted the "Southern Pacific Transportation  
Company Equipment Trust, Series 69," pursuant to which Trustee  
leased certain railroad equipment to the Company, upon the  
terms and conditions therein set forth; and

WHEREAS, certain box cars, described in Attachment A  
attached hereto and incorporated herein by reference,  
comprising said Trust Equipment (hereinafter collectively  
called "Unsuitable Equipment") have become unsuitable for use  
by the Company, and in accordance with the provisions of said  
Equipment Trust and in anticipation and consideration of the  
release of such Unsuitable Equipment, the Company has  
deposited with the Trustee an amount of cash equal to the fair  
value of the Unsuitable Equipment (hereinafter referred to as  
"Replacement Funds").

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the Replacement Funds and the Trustee's acceptance of the Replacement Funds to the Equipment Trust Agreement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or

assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

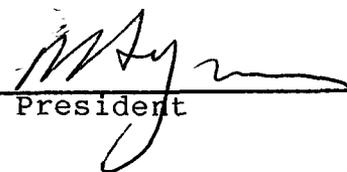
The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 14th day of April, 1992.

CORESTATES BANK, N.A.

By   
Corporate Trust Officer

Attest:

  
Vice President

CORESTATES BANK, N.A.  
 RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES  
 SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT  
 FOR SERIES 69 DATED JULY 01, 1977

7310223

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248134	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248138	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248149	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248162	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248190	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248199	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248205	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248209	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248218	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248233	SP	70 TON BOX	7909	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248234	SP	70 TON BOX	7909	
PACIFIC CAR & FOUNDRY (PCF)	SP 690433	SP	100 TON BOX	6811	8002
PACIFIC CAR & FOUNDRY (PCF)	SP 690468	SP	100 TON BOX	6812	8003
PACIFIC CAR & FOUNDRY (PCF)	SP 690477	SP	100 TON BOX	6811	8003
PACIFIC CAR & FOUNDRY (PCF)	SP 698211	SP	70 TON BOX	6811	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698242	SP	70 TON BOX	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698262	SP	70 TON BOX	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698269	SP	70 TON BOX	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698271	SP	70 TON BOX	6812	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698285	SP	70 TON BOX	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698308	SP	70 TON BOX	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698323	SP	70 TON BOX	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698357	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698383	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698386	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698389	SP	70 TON BOX	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698391	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698393	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698404	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698416	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698418	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698438	SP	70 TON BOX	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698456	SP	70 TON BOX	6901	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698493	SP	70 TON BOX	6902	8008

ATTACHMENT A

TOTAL 34 UNITS

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

On this 14th day of April, 1992, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Lynne N. Collins  
Notary Public

My commission expires:

NOTARIAL SEAL  
LYNNE N. COLLINS, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires July 4, 1994