

# Southern Pacific Transportation Company

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March 27, 1992

9116-K, L  
RECORDATION NO. 9116-K, L

APR 7 1992 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

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GENERAL ATTORNEYS

ROBERT E. PATTERSON  
CECELIA C. FUSICH  
ATTORNEYS

VIA FEDERAL EXPRESS

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. 28594 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 70

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 Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of March 1, 1992, creating Southern Pacific Transportation Company Equipment Trust, Series 70. The enclosed documents are 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, 1977, recorded on December 8, 1977, at 2:35 PM, assigned Recordation No. 9116;

Supplement to Equipment Trust Agreement dated as of January 1, 1978, recorded on January 5, 1978, at 2:35 PM, assigned Recordation No. 9116-A;

Mr. Sidney L. Strickland, Jr.  
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Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 17, 1979, at 1:20 PM, assigned Recordation No. 9116-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982 recorded on August 12, 1982, at 1:00 PM, assigned Recordation No. 9116-C;

Fourth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 9116-D;

Fifth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 9116-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. 9116-F;

Sixth Supplement to Equipment Trust Agreement dated as of May 5, 1988, recorded on May 29, 1988, at 11:50 AM, assigned Recordation No. 9116-G;

Assignment and Transfer of Certain Road Equipment dated as of May 5, 1988, recorded on May 29, 1988, at 11:50 AM, assigned Recordation No. 9116-H;

Seventh Supplement to Equipment Trust Agreement dated as of December 2, 1991, recorded on December 26, 1991, at 10:55 AM, assigned Recordation No. 9116-I; and

Assignment and Transfer of Certain Road Equipment dated as of December 2, 1991, recorded on December 26, 1992, at 10:55 AM, assigned Recordation No. 9116-J.

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of March 1, 1992, to the Equipment Trust Agreement dated as of December 1, 1977, 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:

Mr. Sidney L. Strickland, Jr.  
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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 Eighth Supplement is set forth therein; and the railroad equipment covered by the Assignment and Transfer is forth therein.

Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

When the recording of the Eighth 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.

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

Eighth Supplement to Equipment Trust Agreement dated as of March 1, 1992, between Southern Pacific Transportation Company ("SPT"), as Lessee, and CoreStates Bank, N.A. ("CoreStates"), as Trustee, covering six locomotives; and Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, between SPT and CoreStates covering eight locomotives and four box cars.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

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

4/8/92

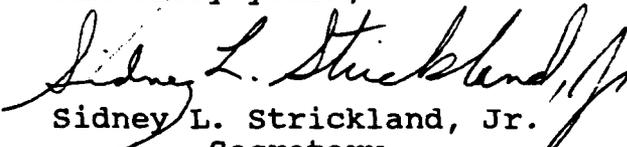
OFFICE OF THE SECRETARY

Lenona Young  
Legal Assistant  
Southern Pacific Transportation Co.  
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 4/7/92 at 1:05pm, and assigned recordation number(s). 9116-K&L, 9654-VWXY, 9254-K&L

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

9116-K

APR 7 1992 1 05 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES 70

\*\*\*\*\*

EIGHTH  
SUPPLEMENT TO EQUIPMENT TRUST  
Dated as of March 1, 1992

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ICC  
Recordation No.

9116-K

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of March, 1992, between CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association duly organized and existing under and by virtue of 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, 1977, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 70 (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 70, the following described railroad equipment, to wit:

<u>Number of Units</u>	<u>Description</u>
6	Diesel Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 4434 (GRIP Date - January, 1978); 6345 (GRIP Date - September, 1979); 7482 (GRIP Date - September, 1983); 7483 and 7484 (GRIP Date - October, 1983); and 7485 (GRIP Date - November, 1983).

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

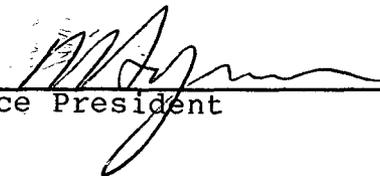
This Eighth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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.

CORESTATES BANK, N.A., Trustee

By   
Corporate Trust Officer

Attest:

  
Vice President

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Treasurer

Attest:

  
Secretary



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

On this 25th day of March, 1992, 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-Ruscioni*  
\_\_\_\_\_  
Notary Public

