

# Southern Pacific Transportation Company

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

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December 12, 1991

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ATTORNEYS

9254-1  
DEC 26 1991 - 10 55 AM  
INTERSTATE COMMERCE COMMISSION

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VIA FEDERAL EXPRESS

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

DEC 26 1991 - 10 55 AM  
INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 28666 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 71

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 Sixth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of December 2, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 71. 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 February 1, 1978, recorded on February 27, 1978, at 2:50 PM, assigned Recordation No. 9254;

First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 9254-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. 9254-B;

Mr. Sidney L. Strickland, Jr.  
Page Two  
December 12, 1991

Third Supplement to Equipment Trust dated as of  
May 5, 1988, recorded on May 20, 1988, at 11:50  
AM, assigned Recordation No. 9254-C;

Assignment and Transfer of Certain Road Equipment  
dated as of May 5, 1988, recorded on May 20, 1988,  
11:50 AM, assigned Recordation No. 9254-D;

Fourth Supplement to Equipment Trust Agreement dated  
as of August 31, 1988, recorded on September 13, 1988,  
at 3:05 PM, assigned Recordation No. 9254-E;

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. 9254-F;

Fifth Supplement to Equipment Trust Agreement dated  
as of July 10, 1989, recorded on August 28, 1989, at  
12:05 PM, assigned Recordation No. 9254-G; 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. 9254-H.

In connection with the recording of the Sixth Supplement  
and Assignment and Transfer, each dated as of December 2, 1991,  
to the Equipment Trust Agreement dated as of February 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

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

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

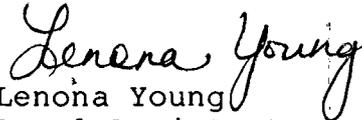
Mr. Sidney L. Strickland, Jr.  
Page Three  
December 12, 1991

When the recording of the Sixth 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:

Sixth Supplement to Equipment Trust Agreement dated as of December 2, 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 December 2, 1991, between SPT and CoreStates covering cabooses, a locomotive, and box cars.

Very truly yours,

  
Lenora Young  
Legal Assistant

Enclosures

9254

DEC 26 1991 10 55 AM

INTERSTATE COMMERCIAL BANK

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES 71

\*\*\*\*\*

SIXTH  
SUPPLEMENT TO EQUIPMENT TRUST  
Dated as of December 2, 1991

\*\*\*\*\*

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the second day of December, 1991, between CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association 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 February 1, 1978, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 71 (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 71, the railroad equipment described in Attachment A hereto and 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 Sixth 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

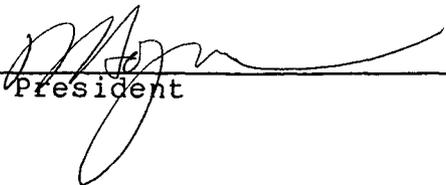
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respective corporate seals to be hereunto affixed, duly attested,  
as of the day and year first above written.

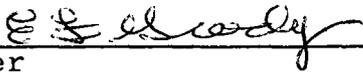
CORESTATES BANK, N.A., Trustee

By   
Corporate Trust Officer

Attest:

  
Vice President

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Treasurer

Attest:

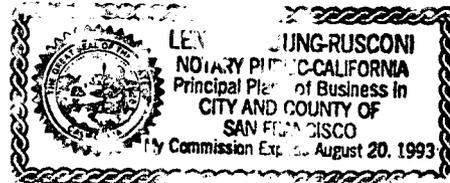
  
Secretary



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

On this 2nd day of December, 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



XOA598

SUPPLEMENTED UNITS  
EQUIPMENT TRUST AGREEMENT SERIES 71 DATED FEBRUARY 01 1978

PAGE 1  
91/10/09

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 004119	SP	EF420 R2	6202	7802
GENERAL MOTORS CORP. (EMD)	SP 007305	SP	EF630 R1	6604	8007
GENERAL MOTORS CORP. (EMD)	SP 007306	SP	EF630 R1	6603	8007

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

ATTACHMENT A

TOTAL 3 UNITS