

Southern Pacific Transportation Company

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December 12, 1991

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9254-0
RECORDED IN FEB 1985

DEC 26 1991 -10 55 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

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

9254-0
RECORDED IN FEB 1985

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;

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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.

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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

2254 J

DEC 26 1991 10:55 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 71

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of December 2, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the second day of December, 1991, by 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 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 February 1, 1978, 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 71," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain box cars, cabooses and a locomotive, which are more specifically described in Attachment A hereto and incorporated herein by reference, comprising said Trust Equipment (hereinafter 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 assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as

specifically described in the Sixth Supplement to Equipment Trust dated as of December 2, 1991 ("Sixth Supplement").

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 prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Sixth Supplement 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 23rd day of December, 1991.

CORESTATES BANK, N.A.

By C. Wind
Corporate Trust Officer

Attest:

M. J. [Signature]
Vice President

XOA599

CORESTATES BANK, N.A.

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91/10/09

RETIRED/DESTROYED UNITS
SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT
FOR SERIES 71 DATED FEBRUARY 01, 1978 7310225

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
INTERNATIONAL CAR CORPORATION	SP 004600	SP	50 TON CABOOSE	7804	
INTERNATIONAL CAR CORPORATION	SP 004604	SP	50 TON CABOOSE	7804	
INTERNATIONAL CAR CORPORATION	SP 004606	SP	50 TON CABOOSE	7804	
INTERNATIONAL CAR CORPORATION	SP 004614	SP	50 TON CABOOSE	7804	
GENERAL MOTORS CORP. (EMD)	SP 008317	SP	EF630 06	7803	
GUNDERSON BROS. (FMC)	SP 204036	SP	70 TON BOX CAR	6612	7805
GUNDERSON BROS. (FMC)	SP 204042	SP	70 TON BOX CAR	6701	7805
GUNDERSON BROS. (FMC)	SP 204051	SP	70 TON BOX CAR	6612	7805
GUNDERSON BROS. (FMC)	SP 204066	SP	70 TON BOX CAR	6612	7806
GUNDERSON BROS. (FMC)	SP 204073	SP	70 TON BOX CAR	6701	7806
GUNDERSON BROS. (FMC)	SP 204080	SP	70 TON BOX CAR	6612	7806
GUNDERSON BROS. (FMC)	SP 204084	SP	70 TON BOX CAR	6701	7806
GUNDERSON BROS. (FMC)	SP 204088	SP	70 TON BOX CAR	6612	7806
GUNDERSON BROS. (FMC)	SP 204100	SP	70 TON BOX CAR	6612	7807
GUNDERSON BROS. (FMC)	SP 204106	SP	70 TON BOX CAR	6702	7807
GUNDERSON BROS. (FMC)	SP 204114	SP	70 TON BOX CAR	6612	7807
GUNDERSON BROS. (FMC)	SP 204127	SP	70 TON BOX CAR	6612	7807
GUNDERSON BROS. (FMC)	SP 204129	SP	70 TON BOX CAR	6701	7807
GUNDERSON BROS. (FMC)	SP 204137	SP	70 TON BOX CAR	6612	7807

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

ATTACHMENT A

TOTAL 19 UNITS

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

On this 23rd day of December, 1991 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 he 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