

Southern Pacific Transportation Company

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March 27, 1992

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9254 KWS
RECORDED 1425 FILED 1425

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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

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 Seventh 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 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;

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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;

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;

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;

Sixth Supplement to Equipment Trust Agreement dated as of December 2, 1991, recorded on December 26, 1991, at 10:55 AM, assigned Recordation No. 9254-I; and

Assignment and Transfer of Certain Road Equipment dated as of December 2, 1991, recorded on December 26, 1991, at 10:55 AM, assigned Recordation No. 9254-J.

In connection with the recording of the Seventh Supplement and Assignment and Transfer, each dated as of March 1, 1992, 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

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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 Seventh Supplement is set forth therein; and the railroad equipment covered by the Assignment and Transfer is therein.

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

When the recording of the Seventh 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:

Seventh 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 nine locomotives and a flat car; and Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, between SPT and CoreStates covering 10 locomotives.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

9254-K

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SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 71

ICC
Recordation No.
9254-K

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

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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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 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 hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
9	Diesel Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 4120 (GRIP Date - February, 1978); 7300 (GRIP Date - June, 1980); 7307, 7308, 7310, and 7311 (GRIP Date - July, 1980); 7318 (GRIP Date - August, 1980); 7487 and 7488 (GRIP Date - December, 1983).
1	70-ton Flat Car; FMC Corporation, builder; lettered SP and numbered 507769 (GRIP Date - March, 1978).

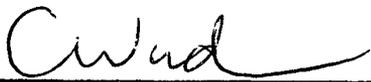
TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

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.

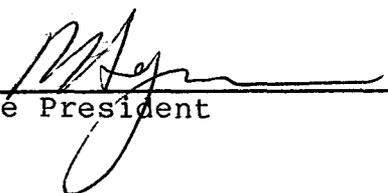
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents

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

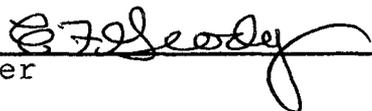
CORESTATES BANK, N.A., Trustee

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-Rusconi

Notary Public

