

Southern Pacific Transportation Company

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

(415) 541-1000

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WRITER'S DIRECT DIAL NUMBER

February 1, 1993

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RECORDATION NO. 9254 FILED 1425

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(415) 541-1757 FEB 9 1993 10:15 AM

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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

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 a Declaration of Full Payment, dated as of February 1, 1993, to Equipment Trust Agreement dated as of February 1, 1978, creating Southern Pacific Transportation Company Equipment Trust, Series 71. The enclosed document is 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 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;

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;

Seventh Supplement to Equipment Trust Agreement dated as of March 1, 1992, recorded on April 7, 1992, at 1:05 PM, assigned Recordation No. 9254-K; and

Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, recorded on April 7, 1992, at 1:05 PM, assigned Recordation No. 9254-L.

In connection with the recording of the Declaration of Full Payment, dated as of February 1, 1993, to the Equipment Trust Agreement dated as of February 1, 1978, the following information is set forth:

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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

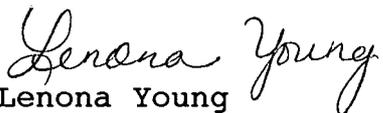
Also enclosed is a check in the amount of \$16 to cover the required recordation fees.

When the recording of the Declaration 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:

Declaration of Full Payment dated as of February 1, 1993, executed by CoreStates Bank, N.A., as Trustee, covering locomotives and railcars.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

RECORDATION NO. 9254-N FILED 1425

FEB 9 1993 10-15 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 71

ASSIGNMENT AND TRANSFER OF RAILROAD EQUIPMENT

Dated as of February 1, 1993

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF RAILROAD EQUIPMENT, dated as of the first day of February, 1993, by CORESTATES BANK, N.A. (formerly known as 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 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 Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 71," pursuant to which the Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, the Trustee and Company have entered into supplements to said Equipment Trust Agreement, which are dated, respectively, as of October 31, 1983, May 15, 1985, May 5, 1988, August 31, 1988, July 10, 1989, December 2, 1991, and March 1, 1992.

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, as supplemented, including all payments required of it to be made, said payments having furnished monies sufficient to meet, discharge and cancel all of the interests in Southern Pacific Transportation Company Equipment Trust, Series 71, created in respect of said equipment, and the dividends thereon, as well as all other payments and charges of whatsoever nature, so

that the said Equipment Trust Agreement, as supplemented, and lease of railroad equipment thereunder, have terminated; and

WHEREAS, it is provided in the said Equipment Trust Agreement that at the termination thereof the said equipment leased thereunder should be assigned and transferred by the Trustee to the Company and should become the absolute property of the Company;

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 equipment which is at the date hereof covered by the Equipment Trust Agreement, as supplemented, and all rights and claims to receive or collect insurance monies or other compensation now or at any time hereafter payable by any person on account of the loss, injury, or destruction of any of the said equipment or of any other equipment at any time subject to the said Equipment Trust Agreement, as supplemented. The equipment at the date hereof covered by the said Equipment Trust Agreement, as supplemented, is more particularly described in Appendix A annexed hereto and made a part hereof. (But this enumeration shall not be construed to limit the generality of this assignment.)

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

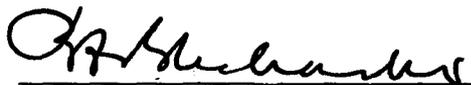
The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed, to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, 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, as supplemented, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 5th day of February, 1993.

CORESTATES BANK, N.A., Trustee

By CWud
Corporate Trust Officer

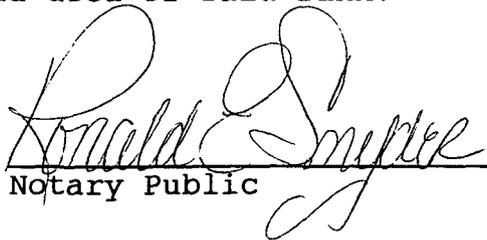
ATTEST:


Assistant Secretary

ASSISTANT VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA)

On this 5th day of February, 1993, 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.



Notary Public

RONALD SNYDER, Notary Public
PHILADELPHIA, PHILADELPHIA COUNTY
My Commission Expires November 15, 1993

APPENDIX A - TRUST 71

Current Numbers

- 4 - 3000 H.P. Diesel Freight Locomotives
SP 7804 - 7807

- 7 - 3000 H.P. Diesel Freight Locomotives
SP 7614
7619
7621 - 7622
7624
7626 - 7627

- 9 - 3000 H.P. Diesel Freight Locomotives
SP 8312 - 8315
8362 - 8364
8366 - 8367

- 19 - 100 Ton Flat Cars
SP 599381 - 599399

- 39 - 100 Ton Box Cars
SP 656500
656502 - 656508
656510
656512 - 656515
656517 - 656518
656520
656522 - 656528
656530 - 656532
656535 - 656536
656538 - 656547
656549

- 16 - 50 Ton Bay Window Type Caboose Cars
SP 4601
4603
4605
4607 - 4613
4615
4617 - 4620
4622

- 2 - Diesel Freight Locomotives
SP 1503
1509

- 1 - 52' Single Sheath Box Car

APPENDIX A - TRUST 71

Current Numbers

SP 248074

1 - Diesel Locomotive (3rd Suppl)
SP 4438

1 - Diesel Locomotive (4th Suppl)
SP 2967

1 - 70 Ton Box Cars (4th Suppl)
SP 204105

2 - 70 Ton Box Cars (5th Suppl)
SP 341382 - 341383

2 - Diesel Locomotive (6th Suppl)
SP 4119
7305

9 - Diesel Locomotive (7th Suppl)
SP 4120
7300
7307 - 7308
7310 - 7311
7318
7487 - 7488

1 - 70 Ton fLAT Car (7th Suppl)
SP 507769