

Southern Pacific Transportation Company

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December 10, 1991

RECORDATION NO. 9339-5 FILED 1425

DEC 16 1991 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

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ATTORNEYS

VIA FEDERAL EXPRESS

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

RECORDATION NO. 9339-K FILED 1425

DEC 16 1991 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 28713 --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 72

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, dated as of November 15, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 72. 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 March 1, 1978, recorded on April 24, 1978, at 2:40 PM, assigned Recordation No. 9339;

Supplement to Equipment Trust Agreement dated as of September 1, 1978, recorded on September 20, 1978, at 2:15 PM, assigned Recordation No. 9339-A;

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Second Supplement to Equipment Trust Agreement,
dated as of October 31, 1983, recorded on December 6,
1983, at 2:40 PM, assigned Recordation No. 9339-B;

Third Supplement to Equipment Trust Agreement
dated as of May 15, 1985, recorded on June 6,
1985, at 12:55 PM, assigned Recordation No.
9339-C;

Fourth Supplement to Equipment Trust Agreement
dated as of March 31, 1986, recorded on April 29,
1986, at 9:55 AM, assigned Recordation No. 9339-D;

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. 9339-E;

Fifth Supplement to Equipment Trust Agreement dated
as of July 15, 1987, recorded on August 18, 1987, at
3:40 PM, assigned Recordation No. 9339-F;

Assignment and Transfer of Certain Road Equipment
dated as of July 15, 1987, recorded on August 18,
1987, at 3:40 PM, assigned Recordation No. 9339-G;

Sixth Supplement to Equipment Trust Agreement dated
as of July 15, 1988, recorded on September 12, 1988,
at 3:10 PM, assigned Recordation No. 9339-H; and

Assignment and Transfer of Certain Road Equipment
dated as of July 15, 1988, recorded on September 12,
1988, at 3:10 PM, assigned Recordation No. 9339-I.

In connection with the recording of the Seventh Supplement
and Assignment and Transfer, each dated as of November 15, 1991,
to the Equipment Trust Agreement dated as of March 1, 1978, 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:

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

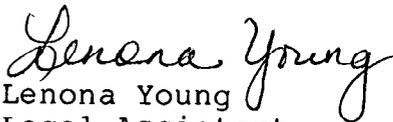
Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

When the recording of the 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 November 15, 1991, between Southern Pacific Transportation Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering boxcars; and Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, between SPT and CoreStates covering boxcars.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

9239-K
REGISTRATION NO. FILED 1991

DEC 16 1991 10 23 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 72

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of November 15, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the fifteenth day of November, 1991, by CORESTATES BANK, N.A. (formerly 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 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 March 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 72," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, box cars and a certain caboose car, described in Attachments A and A-1 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 Seventh

Supplement to Equipment Trust dated as of November 15, 1991, ("Seventh 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 Seventh 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;

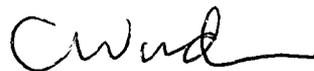
AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or

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.

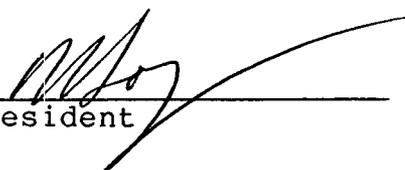
The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, 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 12th day of December, 1991.

CORESTATES BANK, N.A.

By 
Corporate Trust Officer

Attest:


Vice President

CORESTATES BANK, N.A.
 RETIRED/DESTROYED UNITS
 SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT
 FOR SERIES 72 DATED MARCH 01, 1978 7310226

BUILDER

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PACIFIC CAR & FOUNDRY (PCF)	SP 664200	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664201	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664202	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664203	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664205	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664206	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664208	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664209	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664210	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664211	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664212	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664213	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664215	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664219	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664220	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664222	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664223	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664224	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664225	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664226	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664227	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664228	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664230	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664231	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664232	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664234	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664235	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664239	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664240	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664241	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664242	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664243	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664244	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664245	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664246	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664247	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664249	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664251	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664252	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664253	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664254	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664255	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664256	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664257	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664259	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664260	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664261	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664262	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664264	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664266	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664267	SP	100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664269	SP	100 TON BOX	CAR	7805

CORESTATES BANK, N.A.
 RETIRED/DESTROYED UNITS
 SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT
 FOR SERIES 72 DATED MARCH 01, 1978 7310226

BUILDER

UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PACIFIC CAR & FOUNDRY (PCF)	SP 664270	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664272	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664275	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664276	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664277	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664278	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664279	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664280	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664281	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664282	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664283	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664284	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664285	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664286	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664287	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664288	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664289	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664290	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664291	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664293	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664294	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664295	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664298	SP 100 TON BOX	CAR	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 664299	SP 100 TON BOX	CAR	7805

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

ATTACHMENT A

TOTAL 76 UNITS

XOA599

CORESTATES BANK, N.A.
RETIRED/DESTROYED UNITS
SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT
FOR SERIES 72 DATED MARCH 01, 1978 7310226

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BUILDER

	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	DATE
INTERNATIONAL CAR CORPORATION	SP 004644	SP	50 TON CABOOSE	7808		
GUNDERSON BROS. (FMC)	SP 204020	SP	70 TON BOX CAR	6702	7805	
GUNDERSON BROS. (FMC)	SP 204023	SP	70 TON BOX CAR	6702	7805	
GUNDERSON BROS. (FMC)	SP 204024	SP	70 TON BOX CAR	6612	7805	

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

ATTACHMENT A - 1

TOTAL 4 UNITS