

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

May 29, 1992

RECORDED BY 9339-5
INDEXED

JUN 5 1992 9 00 AM

INTERSTATE COMMERCE COMMISSION

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BARBARA A. SPRUNG
ASSISTANT GENERAL ATTORNEY

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CECELIA C. FUSICH
ATTORNEYS

(415) 541-1757

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. 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 Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 1, 1992, creating Southern Pacific Transportation Company Equipment Trust, Series 72. 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 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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Mr. Sidney L. Strickland, Jr.
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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;

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;

Seventh Supplement to Equipment Trust Agreement dated as of November 15, 1991, recorded on December 16, 1991, at 10:25 AM, assigned Recordation No. 9339-J; and

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, recorded on December 16, 1991, at 10:25 AM, assigned Recordation No. 9339-K.

In connection with the recording of the Eighth Supplement and Assignment and Transfer, each dated as of May 1, 1992, 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:

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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

A description of the railroad equipment covered by the Eighth 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.

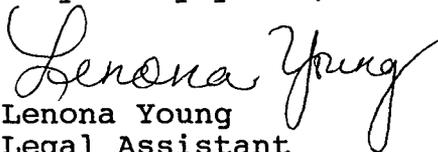
Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

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) each of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Eighth Supplement to Equipment Trust Agreement dated as of May 1, 1992, between Southern Pacific Transportation Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering seven boxcars, one flatcar and one gondola; and Assignment and Transfer of Certain Road Equipment dated as of May 1, 1992, between SPT and CoreStates covering 26 boxcars.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

9339
FID 100

EQUIPMENT TRUST

SERIES 72

JUN 5 1992 -9 50 AM

INTERSTATE COMMERCE COMMISSION

EIGHTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of May 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 May, 1992, between CORESTATES 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 March 1, 1978, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 72 (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 72, the railroad equipment described in Attachment A attached 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 Eighth 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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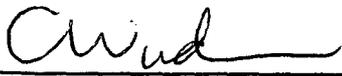
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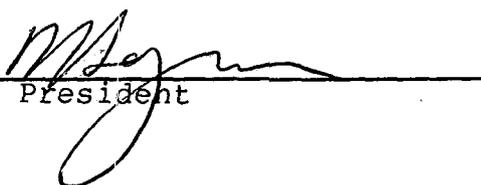
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respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.

CORESTATES BANK, N.A., Trustee

By 
Corporate Trust Officer

Attest:


Vice President

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Secretary

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

On this 20th day of May, 1992, 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.

Lynne N. Collins
Notary Public

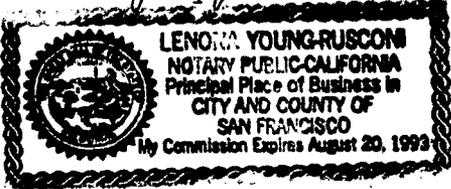
NOTARIAL SEAL
LYNNE N. COLLINS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 4, 1994

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

On this 13th day of May, 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



BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 247916	SP	70 TON BOX CAR	7908	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248018	SP	70 TON BOX CAR	7908	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248019	SP	70 TON BOX CAR	7908	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248026	SP	70 TON BOX CAR	7908	
PULLMAN STANDARD CAR MFG. CO. (PS)	SP 248042	SP	70 TON BOX CAR	7908	
GUNDERSON BROS. (FMC)	SP 341393	SP	100 TON GONDOLA	6412	7804
GUNDERSON BROS. (FMC)	SP 507772	SP	70 TON FLAT CAR	6312	7803
PACIFIC CAR & FOUNDRY (PCF)	SP 695230	SP	70 TON BOX CAR	6412	7805
PACIFIC CAR & FOUNDRY (PCF)	SP 695281	SP	70 TON BOX CAR	6412	7806

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

ATTACHMENT A

TOTAL 9 UNITS