

Southern Pacific Transportation Company

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

(415) 541-1000

CANNON Y. HARVEY
VICE PRESIDENT AND GENERAL COUNSEL

2-272A035

JOHN J. CORRIGAN
GENERAL COUNSEL-LITIGATION

LOUIS P. WARCHOT
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH
SENIOR GENERAL ATTORNEY

FACSIMILE
GENERAL (415) 495-5436
LITIGATION (415) 541-1734

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

September 23, 1992

ROBERT S. BOGASON
DAVID W. LONG
CAROL A. HARRIS
LELAND E. BUTLER
GARY A. LAAKSO
STEPHEN A. ROBERTS
JAMES M. EASTMAN
WAYNE M. BOLIO
JOHN D. FEENEY
GENERAL ATTORNEYS

BARBARA A. SPRUNG
ASSISTANT GENERAL ATTORNEY

ROBERT E. PATTERSON
CECELIA C. FUSICH
ATTORNEYS

RECORDATION NO

FILED 1425

RECORDATION NO

FILED 1425

SEP 28 1992 2:10 PM

SEP 28 1992 2:10 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

VIA HAND DELIVERY

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 Ninth 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;

Counterparts

9339-N

9339-0

9339-N
-0

SEP 28 2 09 PM '92
MOTOR OF EQUIPMENT

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;

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;

Eighth Supplement to Equipment Trust Agreement dated as of May 1, 1992, recorded on June 5, 1992, at 9:50 AM, assigned Recordation No. 9339-L; and

Assignment and Transfer of Certain Road Equipment dated as of May 1, 1992, recorded on June 5, 1992, at 9:50 AM, assigned Recordation No. 9339-M.

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September 23, 1992

In connection with the recording of the Ninth Supplement and Assignment and Transfer, each dated as of September 23, 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:

Name and Address of Trustee - Lessor:

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

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.

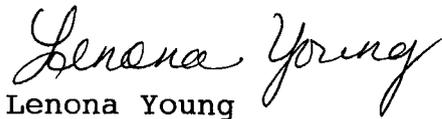
A short summary of the enclosed documents to appear in the Commission's index is:

Ninth Supplement to Equipment Trust Agreement dated as of September 23, 1992, between Southern Pacific Transportation Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering three boxcars; and Assignment and Transfer of Certain Road Equipment dated as of

Mr. Sidney L. Strickland, Jr.
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September 23, 1992, between SPT and CoreStates covering
five boxcars.

Very truly yours,



Lenona Young
Legal Assistant

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

9/28/92

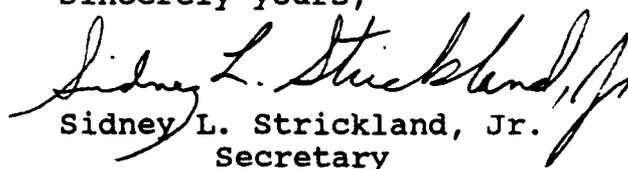
OFFICE OF THE SECRETARY

Lenona Young
Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94103

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/28/92 at 2:10PM, and assigned recordation number(s). 9654-HH, 9654-II, 9654-JJ and 9654-KK 9339-N, 9339-O.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 72

9339-N
INCORPORATED IN CALIFORNIA

SEP 28 1992 2:10 PM

INTERSTATE COMMERCE COMMISSION

NINTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of September 23, 1992

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

=====

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the twenty-third day of September, 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 hereinafter described, to wit:

| <u>Number of Units</u> | <u>Description</u> |
|----------------------------|---|
| 3 | 70-ton Box Cars; Pullman Incorporated (Pullman Standard Division), builder; lettered SP and numbered 248085, 248113 and 248114. |

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

This Ninth 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.

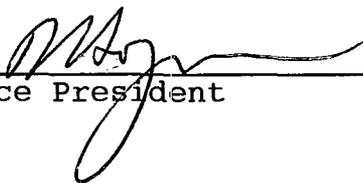
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their

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 TRANSPORTION
COMPANY

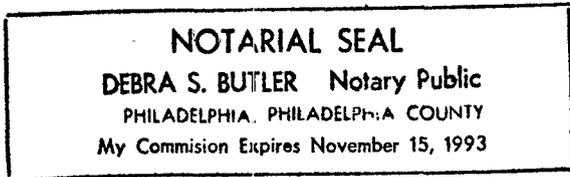
By 
Treasurer

Attest:


Secretary

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

On this 24th day of September, 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.



Debra S. Butler
Notary Public

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

On this 23rd day of September, 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.



Lena Young-Rusconi
Notary Public