

RECORDATION NO. 4957-A Filed & Recorded

FILE IN DOCKET

TRANSPORTATION

DEC 16 1969 - 11 12 AM

INTERSTATE COMMERCE COMMISSION

Southern Pacific Company

One Market St. San Francisco, California 94105

1415) 362 1212

THORMUND A MILLER
HERBERT A WATERMAN
SENIOR GENERAL ATTORNEYS

WALDRON A GREGORY
JOHN MACDONALD SMITH
ALBERT T SUTER
RICHARD J LATHROP
WILLIAM R DENTON
W HARNEY WILSON
ARNOLD I WEBER
JOHN J CORRIGAN
GENERAL ATTORNEYS

61726

ALAN C FURTH
VICE PRESIDENT AND GENERAL COUNSEL

CHARLES W BURKETT
ROBERT L PIERCE
GENERAL SOLICITORS

Date DEC 16 1969

Fee \$ 10.00

December 5, 1969

ROY JEROME
FREDERICK E FUHRMAN
HAROLD S LENTZ
JAMES J TRABUCCO
ASSISTANT GENERAL ATTORNEYS

DONALD O ROY
EDWARD J SHARON
ROBERT W TAGGART
LARRY W TELFORD
ROBERT S BOGASON
DOUGLAS E STEPHENSON
ATTORNEYS

ICC Washington, D. C.

G-4137-193-1

Southern Pacific Company Equipment Trust,
Series No. 40 -- Recording pursuant to the
provisions of Section 20c of the Interstate
Commerce Act.

RECEIVED
DEC 16 10 01 AM '69
I.C.C.
FEE OPERATION BR.

Mr. H. Neil Garson, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

There are enclosed for recording, pursuant to the provisions of Section 20c of the Interstate Commerce Act, the original and three counterparts of Agreement and Assignment of Equipment Trust Agreement dated as of November 26, 1969, between Southern Pacific Company and Southern Pacific Transportation Company, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee.

The following documents have been recorded with the Commission under Section 20c in this matter:

Equipment Trust Agreement dated June 1, 1968, creating Southern Pacific Company Equipment Trust, Series No. 40, recorded July 18, 1968, at 9:55 a.m., and assigned Recordation No. 4957.

In connection with the recording of the aforesaid Agreement and Assignment of Equipment Trust Agreement dated as of November 26, 1969, 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:

The First Pennsylvania Banking
and Trust Company,
Fifteenth and Chestnut Streets,
Philadelphia, Pennsylvania 19101.

Name and Address of Lessee-Guarantor:

Southern Pacific Company,
65 Market Street,
San Francisco, California 94105.

Name and Address of Assignee of Lessee-Guarantor:

Southern Pacific Transportation Company,
One Market Street,
San Francisco, California 94105.

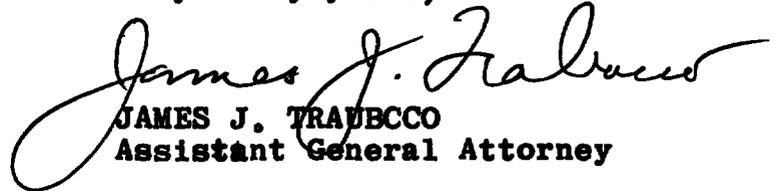
General Description of Equipment Covered by
Agreement and Assignment of Equipment Trust Agreement:

All railroad cars, locomotives and other rolling stock, as described in the aforementioned Equipment Trust Agreement dated June 1, 1968, and each and every aforementioned supplement thereto.

Interstate Commerce Commission . . . #3

When the recording of the Agreement and Assignment to Equipment Trust Agreement has been completed, will you kindly return two counterparts of the instrument, with recording data endorsed thereon, to the undersigned.

Very truly yours,


JAMES J. TRAUBCCO
Assistant General Attorney

Encls.

ed

Interstate Commerce Commission

OFFICE OF THE SECRETARY
Washington, D.C. 20423

December 16, 1969

Mr. James J. Trabucco, Atty.
One Market St.
San Francisco, California

Dear Sir:

The enclosed document was recorded pursuant to the provisions of Section 20c of the Interstate Commerce Act, 49 U.S.C. 20c, on December 16, 1969^{at} 11:15 A.M. ' and assigned recordation number 4957-A.

Sincerely yours,


H. Neil Garson
Secretary

Encl.

SED Form 30
(1966)

RECORDATION NO. 4957-A Filed & Recorded

DEC 16 1969 -11 32 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED

DEC 16 10 01 AM '69

I. C. C.
FEE OPERATION BR.

SOUTHERN PACIFIC COMPANY EQUIPMENT TRUST

Series No. 40

Dated as of

June 1, 1968

Agreement and Assignment of Equipment Trust Agreement

Dated as of

November 26, 1969

Between

Southern Pacific Company

and

Southern Pacific Transportation Company

THIS AGREEMENT AND ASSIGNMENT OF EQUIPMENT TRUST AGREEMENT dated as of the 26th day of November, 1969, between SOUTHERN PACIFIC COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Company"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter called the "Transportation Company"),

WITNESSETH THAT:

WHEREAS, an Equipment Trust Agreement (hereinafter called the "Equipment Trust Agreement") was made between The First Pennsylvania Banking and Trust Company, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, Trustee as therein mentioned (hereinafter called the "Trustee"), and the Company, dated as of June 1, 1968 for the creation of Southern Pacific Company Equipment Trust, Series No. 40, in which the Trustee has leased to the Company the railroad equipment therein described, all in accordance with and subject to the terms and conditions set forth therein; and

WHEREAS, by Merger Agreement dated February 20, 1969, duly filed as required by law, the Company was merged on November 26, 1969, into Transportation Company, which thereby became the corporate successor of the Company and succeeded to all the property (real, personal and mixed), easements, licenses and interests of every kind, rights, privileges, powers and franchises

of a public as well as of a private nature, exemptions and immunities of the Company, and assumed liability for all obligations of every kind whatsoever, without exception, owed, incurred or assumed by the Company; and in accordance with said Merger Agreement dated February 20, 1969, the Company has agreed to assign and transfer to the Transportation Company, all of its right, title, and interest in, to and under the Equipment Trust Agreement, and all supplements thereto, and in and to all of the said railroad equipment leased to Company thereunder, and the Transportation Company has agreed to assume all obligations of the Company under the said Equipment Trust Agreement and all supplements thereto;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS THAT:

1. The Company in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, assign, transfer and set over unto the Transportation Company, its successors and assigns, all of its right, title and interest in, to and under the Equipment Trust Agreement made between the Trustee and the Company, dated as of June 1, 1968, and each and every supplement thereto, and all right, title and interest of the Company in and to the railroad equipment leased to Company thereunder, subject, nevertheless, to the rents, covenants, conditions and provisions mentioned in said Equipment Trust Agreement and each and every supplement thereto.

2. The Transportation Company hereby accepts the above assignment and does hereby covenant and agree to assume and

fulfill all obligations and covenants of, and to make any and all payments due or to become due from, the Company under the terms and conditions of the Equipment Trust Agreement and each and every supplement thereto.

[Corporate Seal]

SOUTHERN PACIFIC COMPANY

ATTEST:

By *Ad Wilson*
Vice President and
General Auditor

 C. E. Egan
Assistant Secretary

[Corporate Seal]

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

ATTEST:

By *Robert J. McLean*
Vice President
and Treasurer

 B. H. H. H.
Assistant Secretary

The First Pennsylvania Banking and Trust Company, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Pennsylvania, does hereby express its consent to the foregoing Agreement and Assignment of Equipment Trust Agreement dated as of the 26th day of November, 1969.

Dated at Philadelphia, Pennsylvania, this 1st day of DEC, 1969.

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY

By Wm. C. ...
Vice President

ATTEST:

[Signature]
Assistant Secretary

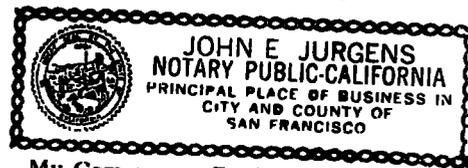
State of California,)
) ss.
City and County of San Francisco)

On this 26th day of November, 1969, before me personally appeared Robert J. McLean, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals 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.

John E. Jurgens

Notary Public

[Notarial Stamp]



My Commission Expires June 13, 1973

State of California,)
)
City and County of San Francisco) ss.

On this 26th day of November, 1969, before me personally appeared H. A. Nelson, to me personally known, who, being by me duly sworn, says that he is Vice President and General Auditor of Southern Pacific Company, that one of the seals 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.



Notary Public

[Notarial Stamp]

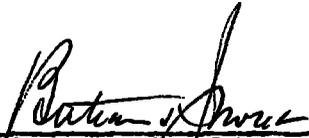
 JOHN E. JURGENS
NOTARY PUBLIC-CALIFORNIA
PRINCIPAL PLACE OF BUSINESS IN
CITY AND COUNTY OF
SAN FRANCISCO

My Commission Expires June 13, 1973

Commonwealth of Pennsylvania)
City and County of Philadelphia) ss.

On this 1st day of Dec, 1969,
before me personally appeared W. M. KRAYER,
to me personally known, who being by me duly sworn, says that
he is Vice President of The First Pennsylvania Banking and
Trust Company, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation, and that
said instrument was signed and sealed on behalf of said corpor-
ation 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.

[Notarial Stamp]



Notary Public.

BERTRAM S. JOWETT
Notary Public, Philadelphia, Philadelphia Co.
My Commission Expires July 2, 1973

I am not a Stockholder, Director or Officer
of within mentioned Corporation