

COPY 4211
RECORDED AT REQUEST OF
Southern Pacific Transportation Company
Dec 23 1969 AT 9:34 AM
BOOK 492 PAGE 440
OFFICIAL RECORDS, YUBA CO
NORMAN R. DUNN
6-1-1969 *Page 840*

ARID	ERRICHT
MCLEAN	MYRICK
BAUMAN	WICHMAN
DEMATTEI	RIDGWELL
MATTA	DAILY
PETER	MCPHEE
REC'D TREASURY DEPT.	
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CROWHURRY	GRADY
THOMPSON	REILLY
KLINKRAMMER	KYMAN
HEIM	HILLARD
CAMPION	PAULIST
DAVIDSON	

SOUTHERN PACIFIC TRANSPORTATION COMPANY
TO
BANKERS TRUST COMPANY,
Trustee.

SECOND SUPPLEMENTAL INDENTURE
Dated as of November 26, 1969

TO
CENTRAL PACIFIC RAILWAY COMPANY
GENERAL MORTGAGE
Dated as of August 1, 1958

THIS SUPPLEMENTAL INDENTURE, dated as of November 26, 1969, by and between SOUTHERN PACIFIC TRANSPORTATION COMPANY (successor by merger to Southern Pacific Company) a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Transportation Company), party of the first part, and BANKERS TRUST COMPANY, a corporation organized and existing under the laws of the State of New York, as Trustee under the General Mortgage hereinafter mentioned (hereinafter called the Trustee), party of the second part:

WHEREAS, Central Pacific Railway Company (hereinafter called the Railway Company) executed and delivered to the Trustee its General Mortgage, dated as of August 1, 1958, securing its General Mortgage Bonds (hereinafter called the Bonds), and Southern Pacific Company (hereinafter called the "Company") executed and delivered to the Trustee the Supplemental Indenture dated as of June 30, 1959, to said General Mortgage (such Mortgage and Supplemental Indenture being hereinafter called the General Mortgage), conveying to the Trustee its railroad, properties, rights, privileges and franchises therein specified as security for the payment of the Bonds, supplemental to which the parties are entering into this Second Supplemental Indenture (hereinafter called the Second Supplemental Indenture); and

WHEREAS, by Agreement dated as of November 21, 1958, duly filed as required by law, the Railway Company was merged on June 30, 1959, into the Company, which thereby became the corporate successor of the Railway Company and succeeded to all the

franchises, properties, rights, obligations, liabilities and duties of the Railway Company;

WHEREAS, by said Supplemental Indenture dated as of June 30, 1959, to said General Mortgage, the Company assumed the due and punctual payment of the principal of and the interest on all of the bonds issued or to be issued under or secured by the General Mortgage, according to their tenor, and the due and punctual performance and observance of the covenants and conditions of the General Mortgage (including any and all supplements thereto) therein provided to be performed or observed by the Railway Company, its successors and assigns, and succeeded to and was substituted for the Railway Company under the General Mortgage; 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 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;

NOW, THEREFORE, THIS SECOND SUPPLEMENTAL INDENTURE WITNESSETH:

That, for and in consideration of the premises and of Ten Dollars (\$10.00) lawful money of the United States of America

to the Transportation Company duly paid by the Trustee at or before delivery of this Second Supplemental Indenture, and other good and valuable considerations, the receipt whereof is hereby acknowledged, the Transportation Company hereby covenants and agrees that it has assumed and it does hereby assume the due and punctual payment of the principal of and interest on all of the bonds issued or to be issued under or secured by the General Mortgage, according to their tenor, and the due and punctual performance and observance of the covenants and conditions of the General Mortgage (including any and all supplements thereto) therein provided to be performed or observed by the Railway Company and the Company, and their respective successors and assigns; and that it shall succeed and be substituted for the Railway Company and the Company under the General Mortgage.

IN WITNESS WHEREOF, Southern Pacific Transportation Company, the party of the first part, has caused this Second Supplemental Indenture to be signed in its corporate name and acknowledged by its President, or a Vice President, and its corporate seal to be hereunto affixed and attested by its Secretary or an Assistant Secretary, and Bankers Trust Company, as Trustee as aforesaid, the party hereto of the second part, has caused this Second Supplemental Indenture to be signed in its corporate name and acknowledged by its

President, or a Vice President, and its corporate seal to
be hereunto affixed by an Assistant Secretary as of
November 26, 1969.



SOUTHERN PACIFIC
TRANSPORTATION COMPANY,

By Robert J. McLean
Vice President
and Treasurer

ATTEST:

Annie
Assistant Secretary.



BANKERS TRUST COMPANY,

By C. W. Blasey
Vice President.

ATTEST:

N. B. King
Assistant Secretary.

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

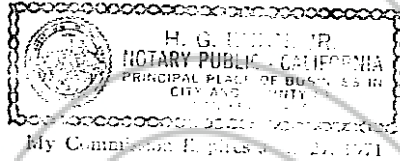
BE IT REMEMBERED that on this 26th day of November, in the year 1969, before me H. G. BUNN, JR., a notary public for the State of California, residing therein, duly commissioned and sworn, personally appeared and came ROBERT J. McLEAN, to me personally known and known to me to be and who acknowledged himself to be Vice President and Treasurer of Southern Pacific Transportation Company, a corporation of the State of Delaware, one of the corporations that is a party to and which executed the within and foregoing instrument, and also known to me to be the person who executed said instrument on behalf of said corporation, who being by me duly sworn, did, on oath, depose and say and acknowledge that he resides at 530 Patrick Way, Los Altos, State of California; that he is Vice President and Treasurer of Southern Pacific Transportation Company, a corporation described in and which executed the above and foregoing instrument as party of the first part; that said instrument was signed and sealed in behalf of said corporation by authority of and pursuant to a resolution of its Board of Directors and that his act of sealing, executing and delivering said instrument was duly authorized by like authority, and said ROBERT J. McLEAN acknowledged to me said instrument to be his own act and deed and the voluntary act and deed of said corporation and that said corporation executed the same; that his signature


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as Vice President and Treasurer is in his own proper handwriting; that he knows and is acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation and was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order; that the signatures to said instrument were made upon like order by officers of said corporation as indicated after their signatures and that the said corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the City and County of San Francisco, State of California, on the day and year first above written.





H. G. Bunn, Jr.
Notary Public

STATE OF NEW YORK,)
) ss.
COUNTY OF NEW YORK,)

BE IT REMEMBERED that on this 15th day of December in the year 1969, before me, THOMAS A. CONKLIN, a notary public for the State of New York, residing therein, duly commissioned and sworn, personally appeared and came

E. D. BLAKELY, to me personally known and known to me to be and who acknowledged himself to be a Vice President of Bankers Trust Company, a corporation organized and existing under the laws of the State of New York, one of the corporations that is a party to and which executed the within and foregoing instrument; and also known to me to be the person who executed said instrument on behalf of said corporation, who being by me duly sworn, did, on oath, depose and say and acknowledge that he resides at 42-42 JUDGE STREET ELMHURST 73, NEW YORK ;

that he is a Vice President of Bankers Trust Company, a corporation described in and which executed the above and foregoing instrument as party of the second part; that said instrument was signed and sealed in behalf of said corporation by authority of and pursuant to a resolution of its Board of Directors and that his act of sealing, executing and delivering said instrument was duly authorized by like authority, and said

E. D. BLAKELY acknowledged to me said instrument to be his own act and deed and the voluntary act and deed of said corporation and that said corporation executed

the same; that his signature as Vice President is in his own proper handwriting; that he knows and is acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation and was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order; that the signatures to said instrument were made upon like order by officers of said corporation as indicated after their signatures and that the said corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of New York, State of New York, on the day and year first above written.



Thomas Alonki

Notary Public

THE STATE OF NEW YORK
County of New York
Notary Public
My Commission Expires

RECORDED AT THE REQUEST OF
Southern Pacific Co.
on February 9, 1970
at 11 mins. past 2 P. M.
in Book 34 of OFFICIAL
RECORDS, page 283-291, RECORDS
OF EUREKA COUNTY, NEVADA
William A. DePaoli
Recorder
File No. 52099 Fee \$ 11.00

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