

Southern Pacific Transportation Company

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RECORDATION NO. 8541-A
Filed & Recorded

JUL 22 1977 -3 30 PM

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RICHARD D. SILVESTER
DAVID W. LONG
ATTORNEYS

July 20, 1977 INTERSTATE COMMERCE COMMISSION

REGISTERED AIRMAIL
RETURN RECEIPT REQUESTED

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Southern Pacific Transportation Company Equipment Trust,
Series 68 --- Recording Pursuant to the Provisions of
Section 20c of the Interstate Commerce Act

Dear Sir:

There are enclosed for recording, pursuant to the provisions of Section 20c of the Interstate Commerce Act the original and three (3) counterparts of Supplement dated as of June 1, 1977, to Equipment Trust Agreement dated as of October 15, 1976, Series 68, together with this Company's voucher in the sum of \$10.00 in payment of the recording fee. This Supplement subjects the additional equipment described hereinbelow to that Equipment Trust.

The following document has been recorded with the Commission under Section 20c in this matter:

Equipment Trust Agreement dated October 15, 1976, creating Southern Pacific Transportation Company Equipment Trust, Series 68, recorded October 29, 1976, at 2:35 p.m., and assigned Recordation No. 8541.

In connection with the recording of the Supplement to Equipment Trust dated as of October 15, 1976, the following information

Page 2 - Mr. R. L. Oswald

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 Bank N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee-Guarantor:

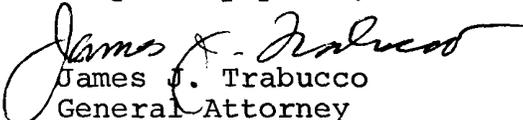
Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
to be Subjected to the Above Equipment
Trust Agreement Pursuant to the Supplement:

10 100-ton, 40 ft. 6 in. box cars; lettered
SP and numbered 605558-605567, both
inclusive; FMC Corporation, builder.

When the recording of the Supplement 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. Trabucco
General Attorney

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

Series 68

RECORDATION NO. *8546 A* Filed & Recorded

JUL 22 1977 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of June 1, 1977

First Pennsylvania Bank N. A.

to

Southern Pacific Transportation Company

SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the first day of June, 1977, between First Pennsylvania Bank N.A., a corporation 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 Agreement bearing date as of October 15, 1976, by and between First Pennsylvania Bank, N. A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 68", under which railroad equipment was to be leased to the Company; and

WHEREAS, in the Agreement the Company covenanted and agreed that if the aggregate final cost of the Trust Equipment were not at least 125% of the aggregate principal amount of Trust Certificates issued thereunder, it would cause to be transferred to the Trustee additional new Trust Equipment in such amount and of such cost that the aggregate final cost of the Trust Equipment would be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the aggregate final cost of the Trust Equipment was less than 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, title to the railroad equipment hereinafter specifically described has been, or will be, vested in the Trustee; and

WHEREAS, it was provided in the Agreement that, upon the transfer and delivery of additional Trust Equipment to the Trustee, the same should be and become a part of the Trust Equipment;

NOW, THEREFORE, THIS SUPPLEMENT TO AGREEMENT WITNESSETH:

That First Pennsylvania Bank N. A., Trustee as aforesaid (acting in pursuance of the Agreement), party of the first part, for and in consideration as well of the sum of one dollar to it paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Agreement to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as a part of the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 68 (hereinafter collectively called the "Trust Equipment"), and subject to all the terms and conditions of the Agreement, the railroad equipment hereinafter described, to wit:

<u>Number of Cars</u>	<u>Description</u>	<u>Estimated Average Cost Per Car</u>
10	100-ton, 40 ft. 6 in. box cars; lettered SP and numbered 605558- 605567, both inclusive; FMC Corporation, builder.	\$31,222

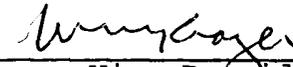
TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all the terms and conditions of the Agreement, the

said railroad equipment hereinbefore specifically described.

This Supplement to Agreement shall 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 Agreement, 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.

FIRST PENNSYLVANIA BANK N.A.,
Trustee,

By 
Vice President

Attest: 
Assistant Secretary

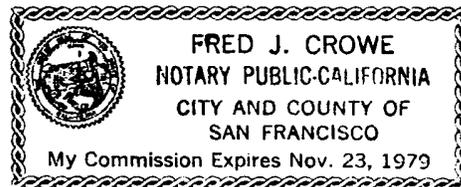
SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Assistant Vice President and
Treasurer

Attest: 
Assistant Secretary

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

On this *24th* day of *June*, 1977, before me personally appeared BRUCE G. MCPHEE, to me personally known, who, being by me duly sworn, says that he is Assistant 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, 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.



Fred J. Crowe

Interstate Commerce Commission
Washington, D.C. 20423

7/25/77

OFFICE OF THE SECRETARY

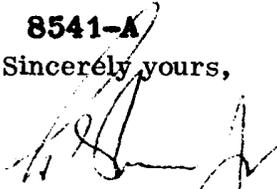
Mr. James J. Trabucco, Gen. Atty.
Southern Pacific Transp. Co.
Southern Pac. BLDG. One Market Plaza
San Francisco, Calif. 94105

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **7/22/77** at **3:30pm** and assigned recordation number(s)

8541-A
Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)