Southern Pacific Transportation Company

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

(415) 541-1000

THORMUND A. MILLER
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN
GENERAL SOLICITOR
DOUGLAS E. STEPHENSON
JOHN MacDONALD SMITH
SENIOR GENERAL ATTORNEYS

ROBERT S. BOGASON
LOUIS P. WARCHOT
WILLIAM E. SAUL
DAVID W. LONG
CAROL A. HARRIS
LELAND E. BUTLER
GENERAL ATTORNEYS

HAROLD S. LENTZ
GARY A. LAAKSO
JONATHAN M. FIL
DORENE M. CURTIS
STEPHEN A. ROBERTS
JAMES M. EASTMAN
ASSISTANT GENERAL ATTORNEYS

WRITER'S DIRECT DIAL NUMBER

(415) 541-1757

May 7, 1987

RECORDATION NO 11529-C Filed & Recorded
MAY 8 1987 10-35 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO 11529-D Filed & Recorded
MAY 8 1987 10-35 AM
INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29235F --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 76

Dear Ms. McGee:

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 Third Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of April 15, 1987, to Equipment Trust Agreement dated as of February 15, 1980, creating Southern Pacific Company Equipment Trust, Series 76, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 15, 1980, recorded on February 22, 1980, at 4:35 PM, assigned Recordation No. 11529;

First Supplement to Equipment Trust Agreement dated as of April 21, 1980, recorded on April 24, 1980, at 11:00 AM, assigned Recordation No. 11529-A; and

Second Supplement to Equipment Trust dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 11529-B.

In connection with the recording of the Third Supplement and Assignment and Transfer, each dated as of April 15, 1987, to the Equipment Trust Agreement dated as of February 15, 1980, 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:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

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

General Description of the Equipment Covered by the Third Supplement:

Number of Units	Description
2	100-ton Box Cars; Pacific Car and Foundry Company (Division of PACCAR, Inc.), builder; lettered SP and numbered 690465 and 690466.

General Description of the Equipment Covered by the Assignment and Transfer of Certain Road Equipment:

Number of Units	Description
1	100-ton Box Car; Pacific Car and Foundry Company (Division of PACCAR, Inc.), builder; lettered SP and numbered 691696.

When the recording of the Third Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return four (4) of the same to the undersigned.

Very truly yours,

Lenona Young

Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. F. Grady
(Attn: Mr. C. D. Tyler)

RECORDATION NO. 11529-C Filed & Recorded

MAY 8 1987 10-35 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 76

This Should Be Recordation No. 11529-C

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THIRD

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of April 15, 1987

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of April, 1987, 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, dated as of February 15, 1980, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 76 (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, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") which has become unsuitable for use as provided in said Equipment Trust; 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 First Pennsylvania 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 76, the railroad equipment hereinafter described, to wit:

Number of Units	Description
2	100-ton Box Cars; Pacific Car and Foundry Company (Division of PACCAR, Inc.), builder; lettered SP and numbered 690465 and 690466.

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

This Third 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.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By _____
Assistant Vice President

Attest:

_____
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By _____
Treasurer

Attest:

_____
Assistant Secretary

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

On this 28th day of April, 1987, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Assistant Vice President of FIRST PENNSYLVANIA BANK, N.A.; that the seal 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. McCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990

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

On this 15th day of April, 1987, 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 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.

Lenona M. J. Young
Notary Public

OFFICIAL SEAL
LENONA M. J. YOUNG
Notary Public-California
SAN FRANCISCO COUNTY
My Comm. Exp. July 10, 1989