

Southern Pacific Transportation Company

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

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September 7, 1988

RECORDATION NO. 11665-E FILED 1988

RECORDATION NO. 11665-D FILED 1988

(415) 541-1754

SEP 12 1988 3 10 PM

INTERSTATE COMMERCE COMMISSION

SEP 12 1988 3 10 PM

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

RE: I.C.C. Finance Docket No. 29272F --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 77

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 July 15, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 77, 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 April 1, 1980, recorded on April 11, 1980, at 10:25 AM, assigned Recordation No. 11665;

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First Supplement to Equipment Trust Agreement dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 11665-A;

Second Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 11665-B; and

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. 11665-C.

In connection with the recording of the Third Supplement and Assignment and Transfer, each dated as of July 15, 1988, to the Equipment Trust Agreement dated as of April 1, 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:

<u>Number of Units</u>	<u>Description</u>
2	100-ton Box Cars; Pacific Car and Foundry Company, builder; lettered SP and numbered 690489 and 690490; GRIP Date - April, 1980.

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

<u>Number of Units</u>	<u>Description</u>
1	50-ton Caboose Car; International Car Company (Division of PACCAR Inc.), builder; lettered SP and numbered 4772.

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 which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,



Louis P. Warchot
General Attorney

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

RECORDATION NO. 11665-F
FORM 149

SEP 12 1988 3 10 PM

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INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 77

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of July 15, 1988

FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the fifteenth day of July, 1988, by FIRST PENNSYLVANIA BANK, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of April 1, 1980, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 77," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, a certain caboose car comprising said Trust Equipment (hereinafter called "Destroyed Equipment") has been destroyed by the Company, and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Destroyed Equipment, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as specifically described in the Third Supplement to Equipment Trust dated as of July 15, 1988, ("Third Supplement"):

Number of
Units

Description

1

50-ton Caboose Car; International Car Company (Division of PACCAR Inc.), builder; lettered SP and numbered 4772.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Third Supplement thereto, the Company is now entitled to the release of the aforesaid Destroyed Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Destroyed Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Destroyed Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

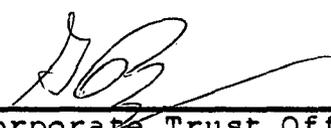
AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint GEORGE J. RAYZIS to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Destroyed Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 29th day of July, 1988.

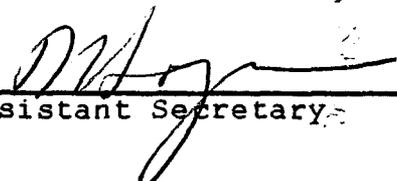
FIRST PENNSYLVANIA BANK, N.A.

By



Corporate Trust Officer

Attest:



Assistant Secretary

