

Southern Pacific Transportation Company

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

(415) 541-1000

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RECORDATION NO. 12050-B Filed & Recorded

MAY 8 1987 10-35 AM

INTERSTATE COMMERCE COMMISSION

May 7, 1987

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RECORDATION NO. 12050-C Filed & Recorded

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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. 29410F --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 78

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 Second 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 June 1, 1980, creating Southern Pacific Company Equipment Trust, Series 78, 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 June 1, 1980, recorded on July 28, 1980, at 2:10 PM, assigned Recordation No. 12050; and

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First Supplement to Equipment Trust dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 12050-A.

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

<u>Number of Units</u>	<u>Description</u>
2	100-ton Box Cars; Pacific Car and Foundry Company (Division of PACCAR, Inc.), builder; lettered SP and numbered 690497 and 690498.

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

<u>Number of Units</u>	<u>Description</u>
1	100-ton Hopper Car; ACF Industries, Incorporated, builder; lettered SP and numbered 496493.

When the recording of the Second Supplement and Assignment and Transfer have been completed, will you kindly

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endorse, with the pertinent recording information, all
executed counterparts thereof, and return four (4) of the
same to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Lenona Young". The signature is written in dark ink and is positioned above the typed name and title.

Lenona Young
Legal Assistant

Enclosures

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

~~MAY 8 1987 1 3~~

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 78

SECOND

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of April 15, 1987

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 June 1, 1980, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 78 (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 78, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
2	100-ton Box Cars; Pacific Car and Foundry Company (Division of PACCAR, Inc.), builder; lettered SP and numbered 690497 and 690498.

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

This Second 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.

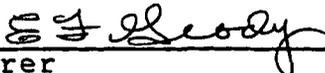
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

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 23rd 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.



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

