

# 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

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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)

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INTERSTATE COMMERCE COMMISSION

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 78

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of April 15, 1987

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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 April, 1987, 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 (herein-  
after called the "Company").

WHEREAS, by a certain Equipment Trust Agreement,  
bearing date as of June 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 78," pursuant  
to which Trustee leased certain railroad equipment to the  
Company, upon the terms and conditions therein set forth;  
and

WHEREAS, a certain hopper car comprising said Trust Equip-  
ment (hereinafter called "Unsuitable Equipment") has become  
unsuitable for use by the Company, and in accordance with  
the provisions of said Equipment Trust and in anticipation  
and consideration of the release of such Unsuitable 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 Second Supplement to Equipment  
Trust dated as of April 15, 1987 ("Second Supplement"):

Number of  
Units

Description

|   |   |
|---|---|
| 1 | 100-ton Hopper Car; ACF Industries, Incorporated, builder; lettered SP and numbered 496493. |
|---|---|

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 goodstanding and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Second Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable 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 Unsuitable 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 Unsuitable Equipment.

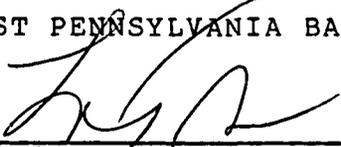
TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

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 LYNN A. TUZINSKI 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 Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 23rd day of April, 1987.

FIRST PENNSYLVANIA BANK, N.A.

By   
Assistant Vice President

ATTEST:

  
Assistant Secretary

