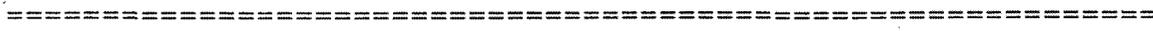


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SOUTHERN PACIFIC TRANSPORTATION COMPANY



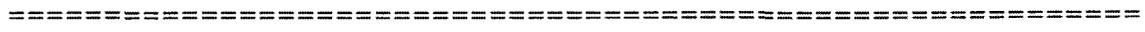
SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 75

TWELFTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of August 20, 1992

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY



SUPPLEMENT TO EQUIPMENT TRUST, dated as of the twentieth day of August, 1992, between CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association 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 July 1, 1979, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 75 (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, 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 CoreStates 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 75, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
7	Diesel Locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 1522 (GRIP Date - February, 1980); 1525 (GRIP Date - March, 1980); 7337 (GRIP Date - November, 1980); and 7339, 7340, 7341 and 7343 (GRIP Date - December, 1980).

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

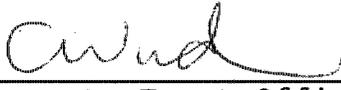
This Twelfth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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

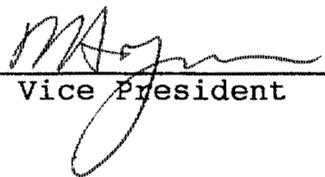
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*
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*

respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.

CORESTATES BANK, N.A., Trustee

By 
Corporate Trust Officer

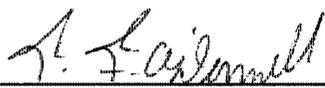
Attest:


Vice President

SOUTHERN PACIFIC TRANSPORTATION COMPANY

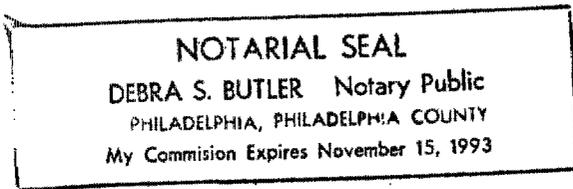
By 
Treasurer

Attest:


Secretary

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

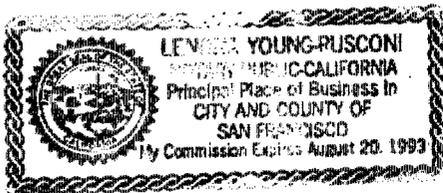
On this 27th day of August, 1992, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank 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 bank.



Debra S. Butler
Notary Public

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

On this 20th day of August, 1992, 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 the seal 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.



Leona Young-Ruscioni
Notary Public

Interstate Commerce Commission

Washington, D.C. 20423

10/13/92

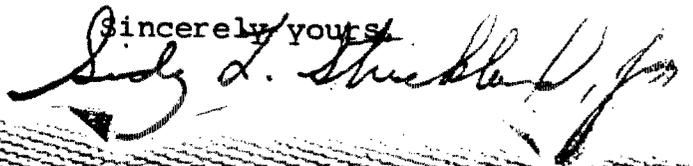
OFFICE OF THE SECRETARY

Lenona Young
Assistant Legal
Southern Pacific Transp. Co.
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94106

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/13/92 at 10:00am, and assigned re-
recording number(s). 10631-P & 10631-Q

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)