

Southern Pacific Transportation Company

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December 12, 1991

11665-19
RECORDED & INDEXED

DEC 26 1991 -10 55 AM

INTERSTATE COMMERCE COMMISSION

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VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
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 Mr. Strickland:

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 Fourth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of December 2, 1991, creating Southern Pacific Transportation Company Equipment Trust, Series 77. The enclosed documents are secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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;

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;

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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;

Third Supplement to Equipment Trust Agreement dated as of July 15, 1988, recorded on September 12, 1988, at 3:10 PM, assigned Recordation No. 11665-D; and

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1988, recorded on September 12, 1988, at 3:10 PM, assigned Recordation No. 11665-E.

In connection with the recording of the Fourth Supplement and Assignment and Transfer, each dated as of December 2, 1991, 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:

CoreStates Bank, N.A. (formerly First
Pennsylvania Bank, N.A.)
510 Walnut Street
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

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

A description of the railroad equipment covered by the Fourth Supplement is set forth in Attachment A attached thereto; and the railroad equipment covered by the Assignment and Transfer is set forth in Attachment A attached thereto.

Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

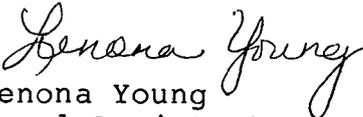
When the recording of the Fourth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

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Fourth Supplement to Equipment Trust Agreement dated as of December 2, 1991, between Southern Pacific Transportation Company ("SPT"), as Lessee, and CoreStates Bank, N.A. ("CoreStates"), as Trustee, covering boxcars; and Assignment and Transfer of Certain Road Equipment dated as of December 2, 1991, between SPT and CoreStates covering a box car and a locomotive.

Very truly yours,


Lenona Young
Legal Assistant

Enclosures

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INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST
SERIES 77

FOURTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of December 2, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the second day of December, 1991, 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 April 1, 1980, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 77 (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 77, the railroad equipment described in Attachment A hereto and incorporated herein by reference.

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

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

CORESTATES BANK, N.A., Trustee

By AWad
Corporate Trust Officer

Attest:

M. J. [Signature]
Vice President

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By E. F. [Signature]
Treasurer

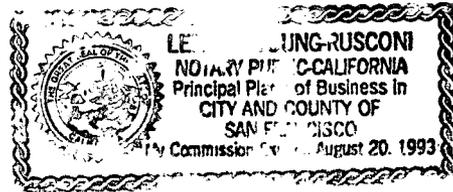
Attest:

A. F. [Signature]
Secretary

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

On this 2nd day of December, 1991, 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-Rusconi
Notary Public



BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
PACIFIC CAR & FOUNDRY (PCF)	SP 698211	SP	70 TON BOX CAR	6811	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698242	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698262	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698269	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698271	SP	70 TON BOX CAR	6812	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698282	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698285	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698304	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698308	SP	70 TON BOX CAR	6812	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698337	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698338	SP	70 TON BOX CAR	6812	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698357	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698374	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698383	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698386	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698389	SP	70 TON BOX CAR	6901	8009
PACIFIC CAR & FOUNDRY (PCF)	SP 698391	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698393	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698404	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698416	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698418	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698438	SP	70 TON BOX CAR	6901	8008
PACIFIC CAR & FOUNDRY (PCF)	SP 698456	SP	70 TON BOX CAR	6901	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698469	SP	70 TON BOX CAR	6901	8007
PACIFIC CAR & FOUNDRY (PCF)	SP 698493	SP	70 TON BOX CAR	6902	8008

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 25 UNITS