

Southern Pacific Transportation Company

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December 12, 1991

11665-M
DEC 26 1991 -10 55 AM

INTERSTATE COMMERCE COMMISSION

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ATTORNEYS

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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INTERSTATE COMMERCE COMMISSION

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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.

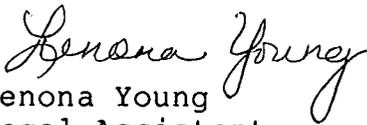
When the recording of the Fourth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

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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FILED

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SOUTHERN PACIFIC TRANSPORTATION COMPANY INTERSTATE COMMERCE COMMISSION
EQUIPMENT TRUST
SERIES 77

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of December 2, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the second day of December, 1991, by 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 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 box car and a locomotive, more specifically described in Attachment A hereto and incorporated herein by reference, comprising said Trust Equipment (hereinafter called "Unsuitable Equipment") have 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 Fourth

Supplement to Equipment Trust dated as of December 2, 1991
("Fourth Supplement").

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 Fourth 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 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;

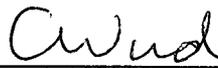
AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or

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.

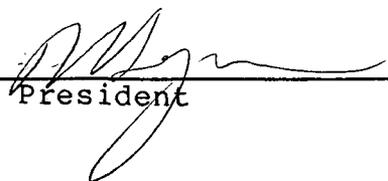
The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, 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 December, 1991.

CORESTATES BANK, N.A.

By 
Corporate Trust Officer

Attest:


Vice President

XOA599

CORESTATES BANK, N.A.
 RETIRED/DESTROYED UNITS
 SOUTHERN PACIFIC TRANSPORTATION CO. EQUIPMENT TRUST AGREEMENT
 FOR SERIES 77 DATED APRIL 15, 1980 7310231

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP	DATE
GENERAL MOTORS CORP. (EMD)	SP 004808	SP	EF420 03	8005		
PACIFIC CAR & FOUNDRY (PCF)	SP 690489	SP	100 TON BOX	6812	8004	

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

ATTACHMENT A

TOTAL 2 UNITS

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

On this 23rd day of December, 1991, 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.

Lynne N. Collins
Notary Public

My commission expires:

NOTARIAL SEAL
LYNNE N. COLLINS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 4, 1994