

Southern Pacific Transportation Company

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12050-F
JUL 16 1991 -10:10 AM

July 11, 1991

INTERSTATE COMMERCE COMMISSION

1-197A00G

12050-G
JUL 16 1991 -10:10 AM

INTERSTATE COMMERCE COMMISSION

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GENERAL ATTORNEYS

ROBERT E. PATTERSON
CECELIA C. FUSICH
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. 29410F --
Southern Pacific Transportation Company
Equipment Trust Agreement, Series 78

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 July 1, 1991, creating Southern Pacific Transportation 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;

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

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Second Supplement to Equipment Trust Agreement
dated as of April 15, 1987, recorded on May 8,
1987, at 10:35 AM, assigned Recordation No. 12050-B;

Assignment and Transfer of Certain Road Equipment
dated as of April 15, 1987, recorded on May 8,
1987, at 10:35 AM, assigned Recordation No. 12050-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. 12050-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. 12050-E.

In connection with the recording of the Fourth Supplement
and Assignment and Transfer, each dated as of July 1, 1991, 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:

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

General Description of the Equipment
Covered by the Fourth Supplement:

See Attachment A

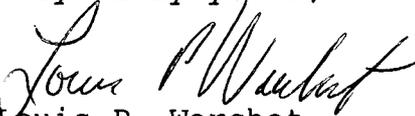
General Description of the Equipment Covered by the
Assignment and Transfer of Certain Road Equipment:

See Attachment B

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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.

Very truly yours,


Louis P. Warchot

Enclosures

cc: Mr. L. C. Yarberry
(Attn: Mr. C. D. Tyler)

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SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

RECORDED BY 12050-F FILED 143

SERIES 78

JUL 16 1991 -10 00 AM

INTERSTATE COMMERCE COMMISSION

FOURTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 1, 1991

CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of July, 1991, between CoreStates Bank, N.A. (formerly 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, 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 railroad equipment which have become unsuitable for use; 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 78, the railroad equipment described in Attachment A, which is 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.

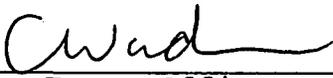
This Fourth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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

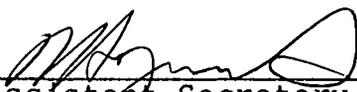
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respective corporate seals to be hereunto affixed, duly attested,
as of the day and year first above written.

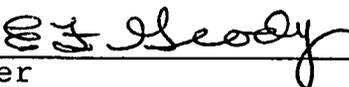
CORESTATES BANK, N.A., Trustee

By 
Corporate Trust Officer

Attest:


~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By 
Treasurer

Attest:


Secretary

SUPPLEMENTED UNITS
EQUIPMENT TRUST AGREEMENT SERIES 78 DATED JUNE 01 1980
7310232

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	CRIP DATE RECONDITION
GENERAL MOTORS CORP. (EMD)	SP 007315	SP 3000	HP Dsl. Loco	6604	8008
GENERAL MOTORS CORP. (EMD)	SP 007324	SP " " " "	" " " "	6602	8009

2

The above equipment is standard-gauge railroad equipment other than passenger cars and work equipment.

ATTACHMENT A

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

On this 1st day of July, 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.

Lenona Young-Rusconi
Notary Public

