



St. Louis Southwestern Railway Company

426

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

August 16, 1989

RECORDATION NO. 7653-SM FILED 1425

AUG 28 1989 - 12 05 PM

INTERSTATE COMMERCE COMMISSION
9-210A022

Via Air Courier

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. 7653-N FILED 1425

AUG 28 1989 - 12 05 PM

RE: I.C.C. Finance Docket No. 27703 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series D

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 Tenth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 10, 1989, to Equipment Trust Agreement dated as of August 1, 1974, creating St. Louis Southwestern Railway Company Equipment Trust, Series D, 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 August 1, 1974, recorded on September 23, 1974, at 2:30 PM, assigned Recordation No. 7653;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 7653-A;

Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, recorded on August 22, 1980, at 2:40 PM, assigned Recordation No. 7653-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 7653-C;

a Southern Pacific subsidiary

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Fourth Supplement to Equipment Trust Agreement
dated as of October 10, 1983, recorded on
October 24, 1983, at 3:15 PM, assigned Recordation
No. 7653-D;

Fifth Supplement to Equipment Trust Agreement
dated as of June 1, 1984, recorded on
June 19, 1984, at 3:10 PM, assigned Recordation
No. 7653-E;

Sixth Supplement to Equipment Trust Agreement
dated as of July 22, 1985, recorded on
September 4, 1985, at 11:05 AM, assigned
Recordation No. 7653-F;

Seventh Supplement to Equipment Trust Agreement
dated as of May 30, 1986, recorded on June 24,
1986, at 10:15 AM, assigned Recordation No. 7653-G;

Assignment and Transfer of Certain Road Equipment
dated as of May 30, 1986, recorded on June 24,
1986, at 10:15 AM, assigned Recordation No. 7653-H;

Eighth Supplement to Equipment Trust Agreement
dated as of June 15, 1987, recorded on July 21,
1987, at 1:25 PM, assigned Recordation No. 7653-I;

Assignment and Transfer of Certain Road Equipment
dated as of June 15, 1987, recorded on July 21,
1987, at 1:25 PM, assigned Recordation No. 7653-J;

Ninth Supplement to Equipment Trust Agreement dated
as of May 13, 1988, recorded on May 24, 1988, at
3:10 PM, assigned Recordation No. 7653-K; and

Assignment and Transfer of Certain Road Equipment
dated as of May 13, 1988, recorded on May 24, 1988,
at 3:10 PM, assigned Recordation No. 7653-L.

In connection with the recording of the Tenth Supplement
and Assignment and Transfer, each dated as of July 10, 1989, to
the Equipment Trust Agreement dated as of August 1, 1974, the
following information is set forth:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

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Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Tenth Supplement:

<u>Number of Units</u>	<u>Description</u>
4	100-ton Hopper Cars; ACF Industries, Inc., builder; lettered SSW and numbered 74614 - 74617.

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

<u>Number of Units</u>	<u>Description</u>
2	100-ton Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 23887 and 24021.
1	100-ton Hopper Car; ACF Industries, Inc., builder; lettered SSW and numbered 74600.

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

Very truly yours,



Louis P. Warchot
Attorney for St. Louis
Southwestern Railway Company

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

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INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES D

TENTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of July 10, 1989

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the tenth day of July, 1989, between 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 St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of August 1, 1974, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series D (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 First Pennsylvania 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 St. Louis Southwestern Railway Company Equipment Trust, Series D, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
4	100-ton Hopper Cars; ACF Industries, Inc., builder; lettered SSW and numbered 74614 - 74617.

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

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

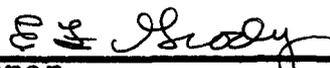
FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 10th day of July, 1989, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of ST. LOUIS SOUTHWESTERN RAILWAY 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 M. J. Young

Notary Public

