



St. Louis Southwestern Railway Company

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

June 17, 1986

RECORDATION NO. 8865-F
Filed 1425

JUN 24 1986 -10 15 PM

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

Date: 6/24/86

Fee: 20.00

ICC Washington, D.C.

VIA CERTIFIED MAIL

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28481 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series E

Dear Mr. Bayne:

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 Fifth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 30, 1986, to Equipment Trust Agreement dated as of May 15, 1977, creating St. Louis Southwestern Railway Company Equipment Trust, Series E, 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 May 15, 1977, recorded on June 27, 1977, at 11:05 AM, assigned Recordation No. 8865;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 8865-A;

Second Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 8865-B;

Third Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 8865-C; and

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Fourth Supplement to Equipment Trust Agreement
dated as of July 22, 1985, recorded on
September 4, 1985, at 11:05 AM, assigned Recordation
No. 8865-D.

In connection with the recording of the Fifth Supplement
and Assignment and Transfer, each dated as of May 30, 1986,
to the Equipment Trust Agreement dated as of May 15, 1977,
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:

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

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 Fifth Supplement:

<u>Number of Units</u>	<u>Description</u>
3	100-ton Dump Cars; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 94511 - 94513.

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

<u>Number of Units</u>	<u>Description</u>
3	100-ton Hopper Cars; ACF Industries, Incorporated, builder; lettered SSW and numbered 78624, 78912, and 78952.
1	100-ton Box Car; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SSW and numbered 62697.

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When the recording of the Fifth 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,


Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. F. Grady
(Attn: Mr. C. D. Tyler)

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FEDERAL RESERVE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES NO. E

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of May 30, 1986

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,
dated as of the 30th day of May, 1986, by FIRST PENNSYLVANIA
BANK, N.A., formerly known as The First Pennsylvania Banking
and Trust Company, a corporation 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 ST. LOUIS SOUTHWESTERN
RAILWAY COMPANY, a corporation duly organized and existing
under the laws of the State of Missouri (hereinafter called
the "Company").

WHEREAS, by a certain Equipment Trust Agreement,
bearing date as of May 15, 1977, by and between the Trustee
and the Company (hereinafter called the "Equipment Trust
Agreement"), there was constituted the "St. Louis South-
western Railway Company Equipment Trust, Series No. E,"
pursuant to which Trustee leased certain railroad equipment
to the Company, upon the terms and conditions therein set
forth; and

WHEREAS, certain hopper cars and a box car comprising
said Trust Equipment (hereinafter collectively called
"Destroyed Equipment") have been destroyed, and in accordance
with the provisions of said Equipment Trust and in anticipa-
tion and consideration of the release of such Destroyed
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 Fifth Supplement to Equipment Trust dated as of May 30, 1986 ("Fifth Supplement"):

<u>Number of Units</u>	<u>Description</u>
3	100-ton Hopper Cars; ACF Industries, Incorporated, builder; lettered SSW and numbered 78624, 78912, and 78952.
1	100-ton Box Car; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SSW and numbered 62697.

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 Fifth Supplement to Equipment Trust thereto, the Company is now entitled to the release of the aforesaid Destroyed 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 consideration, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Destroyed Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all the 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 LYNN A. TUZINSKI 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 acknowledgement, to the intent that the same may be duly recorded.

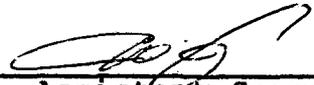
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement with respect to the above-described Destroyed Equipment, has caused these presents to be signed in its

name and its corporate seal to be hereunto affixed, duly
attested, this 9th day of June, 1986.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

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

On this 10 day of June, 1986, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation 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 corporation.



Notary Public

GEORGIE E. CREDE
Notary Public, Phila., Phila. Co.
My Commission Expires Aug. 29, 1989