



St. Louis Southwestern Railway Company

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

May 7, 1987

RECORDATION NO. 10134-C
Filed & Recorded
MAY 8 1987 10-3 5 AM
INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

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

RECORDATION NO. 10134-D
Filed & Recorded

RE: I.C.C. Finance Docket No. 28944 -- MAY 8 1987 10-3 5 AM
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series G INTERSTATE COMMERCE COMMISSION

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 Third Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of April 15, 1987, to Equipment Trust Agreement dated as of February 1, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series G, 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 February 1, 1979, recorded on February 23, 1979, at 2:35 PM, assigned Recordation No. 10134;

First Supplement to Equipment Trust Agreement dated as of August 6, 1979, recorded on August 8, 1979, at 2:35 PM, assigned Recordation No. 10134-A; and

Second Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10134-B.

In connection with the recording of the Third Supplement and Assignment and Transfer, each dated as of April 15, 1987, to the Equipment Trust Agreement dated as of February 1, 1979, 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:

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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 Third Supplement:

<u>Number of Units</u>	<u>Description</u>
35	70-ton Box Cars; ACF Industries, Inc., builder; lettered SSW and numbered 51033-51036, 51038-51048, 51050, 51052, 51053, 51055, 51057-51064, 51066-51069, 51071-51073, and 51075.

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

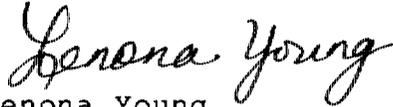
<u>Number of Units</u>	<u>Description</u>
10	70-ton Box Cars; PACCAR, Inc., builder; lettered SSW and numbered 24265, 67790, 67808, 67827, 67841, 67850, 67870, 67905, 67906, and 67910.
8	100-ton Box Cars; PACCAR, Inc., builder; lettered SSW and numbered 62728, 62730, 62733, 62779, 62814, 62889, 62915, and 62916.
2	100-ton Box Cars; Thrall Car Manufacturing Company, builder; lettered SSW and numbered 88059 and 88115.

When the recording of the Third Supplement and Assign-
ment and Transfer have been completed, will you kindly
endorse, with the pertinent recording information, all

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executed counterparts thereof, and return four (4) of the same to the undersigned.

Very truly yours,

A handwritten signature in cursive script that reads "Lenona Young". The signature is written in dark ink and is positioned above the printed name and title.

Lenona Young
Legal Assistant

Enclosures

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

RECORDATION NO. 10134-C Filed & Recorded

MAY 8 1987 10-35 AM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES G

THIRD
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of April 15, 1987

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

THIRD SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of April, 1987, 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 Agreement, dated as of February 1, 1979, there was constituted the "St. Louis Southwestern Railway Company Equipment Trust, Series G" (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, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to as "Trust Equipment") which were unsuitable for use as provided in said Equipment Trust; 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 G, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
35	70-ton Box Cars; ACF Industries, Inc., builder; lettered SSW and numbered 51033-51036, 51038-51048, 51050, 51052, 51053, 51055, 51057-51064, 51066-51069, 51071-51073, and 51075.

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

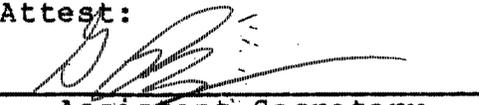
This Third Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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 
Assistant Vice President

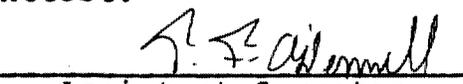
Attest:


Assistant Secretary

ST. LOUIS SOUTHWESTERN
RAILWAY COMPANY

By 
Treasurer

Attest:


Assistant Secretary

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

On this 15th day of April, 1987, 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 one of the seals 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

