



St. Louis Southwestern Railway Company

2-314A000

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

November 8, 1982

7077-E
RECORDATION NO. _____ PM 1982

No. NOV 10 1982

Date

Fee \$ 10.00

NOV 10 1982 - 3 10 PM
ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RECEIVED
NOV 10 3 04 PM '82
I.C.C.
FEE OPERATION BR.

RE: ICC Finance Docket No. 27387 ---
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series B

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Fifth Supplement dated as of October 31, 1982, to Equipment Trust Agreement dated as of June 1, 1973, creating St. Louis Southwestern Railway Company Equipment Trust, Series B, 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, 1973, recorded on June 22, 1973, at 3:00 PM, assigned Recordation No. 7077;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 7077-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. 7077-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. 7077-C; and

Fourth Supplement to Equipment Trust Agreement dated as of August 31, 1982, recorded on September 2, 1982, at 12:45 PM, assigned Recordation No. 7077-D.

a Southern Pacific subsidiary

Sheryl B. Evers
Counterpart

Ms. Agatha L. Mergenovich
Page Two
November 8, 1982

In connection with the recording of the Fifth Supplement dated October 31, 1982, to the Equipment Trust Agreement dated June 1, 1973, 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.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee - Guarantor:

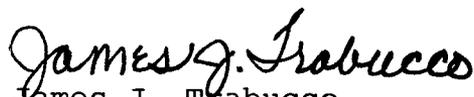
St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Fifth Supplement:

3	70-ton box cars; Gunderson, Inc. (now FMC Corporation), builder; lettered SSW and numbered 66449, 66450 and 66452.
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When the recording of the Fourth Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return the remainder to her.

Very truly yours,


James J. Trabucco
Attorney

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

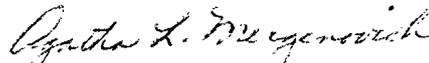
James J. Trabucco, Atty.
St. Louis Southwestern Rwy. Co.
Southern Pacific Bldg.
One Market Plaza
San Francisco, California 94105

November 10, 1982

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/10/82 at 3:10PM, and assigned re-
recording number(s). 7077-E

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 7077-E FILED 1982

NOV 10 1982 - 3 10 PM
INTERSTATE COMMERCE COMMISSION

This should
be assigned
7077-E

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

FIFTH
SUPPLEMENT TO EQUIPMENT TRUST
Dated as of October 31, 1982

FIRST PENNSYLVANIA BANK, N.A.
TO
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

RECEIVED
NOV 10 3 05 PM '82
I.C.C.
FEE OPERATION BR.

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirty-first day of October, 1982, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), 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 June 1, 1973, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series No. B (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and title thereto vested in the Trustee thereunder and was leased to St. Louis Southwestern Railway Company; and

WHEREAS, certain flat cars (hereinafter collectively called "Unsuitable Equipment") comprising said equipment have become unsuitable for use, and in accordance with the provisions of said Equipment Trust, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement 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 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 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 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 No. B, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
3	70-ton box cars; Gunderson, Inc. (now FMC Corporation), builder; lettered SSW and numbered 66449, 66450, and 66452.

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

This Fifth 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
Senior Corporate Trust Officer
and Assistant Secretary

Attest:

Assistant Secretary

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By
Treasurer

Attest:

Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA) SS:

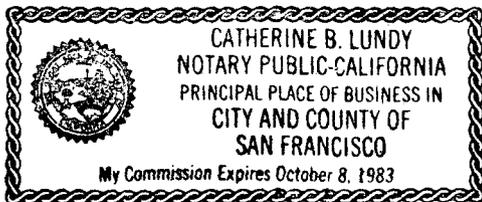
On this 29th day of October, 1982, before me personally appeared PHYLLIS M. GIULIANTE, to me personally known, who, being by me duly sworn, says that she is Senior Corporate Trust Officer and Assistant Secretary of FIRST PENNSYLVANIA BANK, N.A.; that one of the seals affixed to the foregoing instrument 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

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

On this 20th day of October, 1982, 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.



Catherine B. Lundy
Notary Public