St. Louis Southwestern Railway Company

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

(415) 541-1757

August 26, 1985

RECORDATION NO. 7077-C Filed 1425

SEP 4 1985 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

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. 27387 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series B

Dear Mr. Bayne:

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 Ninth Supplement to Equipment Trust dated as of July 22, 1985, 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;

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;

Fifth Supplement to Equipment Trust Agreement dated as of October 31, 1982, recorded on November 10, 1982, at 3:10 PM, assigned Recordation No. 7077-E;

Sixth Supplement to Equipment Trust Agreement dated as of November 1, 1982, recorded on November 16, 1982, at 10:40 AM, assigned Recordation No. 7077-F;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1982, recorded on January 4, 1983, at 11:00 AM, assigned Recordation No. 7077-G;

Seventh Supplement to Equipment Trust Agreement dated as of October 10, 1983, recorded on October 24, 1983, at 3:15 PM, assigned Recordation No. 7077-H; and

Eighth Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 7077-I.

In connection with the recording of the Ninth Supplement dated as of July 22, 1985, to the Equipment Trust Agreement dated as of 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.
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 Ninth Supplement:

Number of Units	Description
14	70-ton Box Cars; PACCAR Inc., builder; lettered SSW and numbered 066936, 066938, 066939, 067087, 067089, 067091, 067092, 067094, 067095, 067100-067104.

When the recording of the Ninth Supplement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof and return three (3) of the same in the enclosed self-addressed, stamped envelope.

Very truly yours,

Lenona Young

Lenona Young
Legal Assistant

Enclosures

cc: Mr. E. F. Grady
(Attn: Mr. D. M. Murphy)

RECORDATION NO. 7077-J Filed 1425

SEP 4 1985 -11 00 AM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES NO. B

Recordation No. 7077-J. (Return 3)

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NINTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of July 22, 1985

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the twenty-second day of July, 1985, 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 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 has been destroyed 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 railroad equipment destroyed; 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 No. B, the railroad equipment hereinafter described, to wit:

Number of Units	Description
14	70-ton Box Cars; PACCAR, Inc., builder; lettered SSW and numbered 066936, 066938, 066939, 067087, 067089, 067091, 067092, 067094, 067095, 067100-067104.

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

This Ninth 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

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

On this 29th day of July, 1985, 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.

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 23rd day of July, 1985, 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.

Notary Public

J. E. JURGENS
NOTARY PUBLIC-CALIFORNIA
Principal Place of Business in
CITY AND COUNTY OF
SAN FRANCISCO
My Commission Expires Nov. 1, 1985