



# St. Louis Southwestern Railway Company

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

RECORDATION NO. 7653-K FILED 1988

MAY 24 1988-3 10 PM

May 20, 1988

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7653-K FILED 1988

MAY 24 1988-3 10 PM

VIA AIR COURIER

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

Date 5/24/88  
Fee 26  
ICC Washington, D. C.

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 Ninth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 13, 1988, 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;  
and

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.

In connection with the recording of the Ninth Supplement  
and Assignment and Transfer, each dated as of May 13, 1988, to  
the Equipment Trust Agreement dated as of August 1, 1974, 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

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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 Ninth Supplement:

<u>Number of Units</u>	<u>Description</u>
5	100-ton Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 24177 - 24179, 24181 and 24182.

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

<u>Number of Units</u>	<u>Description</u>
2	Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 24149 and 63683.
4	100-ton Hopper Cars; ACF Industries, Inc., builder; lettered SSW and numbered 74792, 74896, 74924 and 74934.

When the recording of the Ninth 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)

RECORDATION NO. 7653-K FILE NO.

MAY 24 1988 3 21 PM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES D

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NINTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of May 13, 1988

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

=====

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirteenth day of May, 1988, 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>
5	100-ton Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 24177 - 24179, 24181, and 24182.

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.

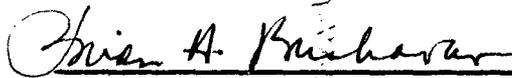
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and

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.

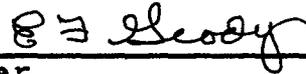
FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By   
Corporate Trust Officer

Attest:

  
Assistant Secretary

ST. LOUIS SOUTHWESTERN RAILWAY  
COMPANY

By   
Treasurer

Attest:

  
Assistant Secretary



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

On this 13th day of May, 1988, 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

