



# St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105  
(415) 541-1757

*10/20/91  
160.*

November 6, 1991

1-322A073

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

REGISTRATION NO. 10134-2 FILED 1428

NOV 18 1991 - 3 40 PM

RE: I.C.C. Finance Docket No. 28944 --  
St. Louis Southwestern Railway Company INTERSTATE COMMERCE COMMISSION  
Equipment Trust Agreement, Series G

Dear Ms. Strickland:

Enclosed for recordation pursuant to the provisions of Title 49, United States Code, Section 11303 are an original and four (4) fully executed counterparts of Assignment and Transfer of Certain Road Equipment, dated as of September 30, 1991, to Equipment Trust Agreement dated as of February 1, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series G, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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;

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;

Third Supplement to Equipment Trust Agreement dated as April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-C;

Assignment and Transfer of Certain Road Equipment dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10134-D;

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MOTOR OPERATING UNIT

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Fourth Supplement to Equipment Trust Agreement dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-E;

Assignment and Transfer of Certain Road Equipment dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10134-F;

Fifth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10134-G; and

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10134-H.

In connection with the recording of the Assignment and Transfer, dated as of September 30, 1991, to the Equipment Trust Agreement dated as of February 1, 1979, the following information is set forth:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First  
Pennsylvania Bank, N.A.)  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

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  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
1	100-ton Box Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 062746
3	70-ton Box Cars; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 024261, 067783, and 067845

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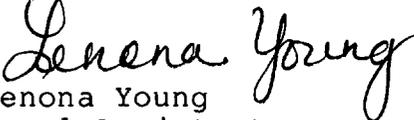
Also enclosed is a check in the amount of \$15 to cover the required recordation fees.

When the recording of the Assignment and Transfer has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return four (4) of the same to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Assignment and Transfer of Certain Road Equipment  
dated as of September 30, 1991 between St. Louis  
Southwestern Railway Company, as Lessee, and  
CoreStates Bank, N.A., as Trustee, covering railcars.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

REGISTRATION NO. 10134-2 FEB 1985

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===== INTERSTATE COMMERCE COMMISSION =====

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY  
EQUIPMENT TRUST  
SERIES G

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of September 30, 1991

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CORESTATES BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the thirtieth day of September, 1991, by CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), 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 February 1, 1979, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "St. Louis Southwestern Railway Company Equipment Trust, Series G," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain box cars comprising said Trust Equipment have become unsuitable for use by the Company (hereinafter called "Unsuitable Equipment"), and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has deposited with the Trustee an amount of cash equal to the fair value of the following Unsuitable Equipment (hereinafter referred to as "Cash Deposit"):

<u>Number of Units</u>	<u>Description</u>
1	100-ton Box Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 062746

Number of  
Units

Description

3

70-ton Box Cars; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 024261, 067783, and 067845

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 Cash Deposit and the Trustee's acceptance of the Cash Deposit to the Equipment Trust Agreement, the Company is now entitled to the release of the aforesaid Unsuitable 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 considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable 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;

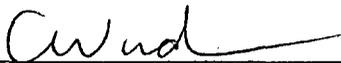
AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted,

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 CATHY WIEDECKE 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 acknowledgment, 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 Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 27th day of October, 1991.

CORESTATES BANK, N.A.

By   
Corporate Trust Officer

Attest:

  
~~Assistant Secretary~~

ASSISTANT VICE PRESIDENT

