



St. Louis Southwestern Railway Company

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

March 11, 1992

10134-9
RECORDED BY
MAR 12 1992 -8 10 AM
INTERSTATE COMMERCE COMMISSION

Via Federal Express

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

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

Dear Mr. 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 March 1, 1992, to Equipment Trust Agreement dated as of February 1, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series G. The enclosed document is 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;

a Southern Pacific subsidiary

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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;

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;

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; and

Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 10134-I.

In connection with the recording of the Assignment and Transfer dated as of March 1, 1992 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

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

<u>Number of Units</u>	<u>Description</u>
6	100-ton Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 062736, 062745, 062760, 062766, 062813, and 062816.

Also enclosed is a check in the amount of \$16 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 March 1, 1992 between St. Louis Southwestern Railway Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering box cars.

Very truly yours,



Lenona Young
Legal Assistant

Enclosures

cc: Mr. L. C. Yarberry
(Attn.: Mr. C. D. Tyler)

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ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES G

RECORDATION NO. 10134 FILED MAR 12 1992

MAR 12 1992 - 8 ¹⁰ AM
INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of March 1, 1992

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 first day of March, 1992, by CORESTATES BANK, N.A. (formerly First Pennsylvania Bank, N.A.), a national banking association duly organized and existing under and by virtue of 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 "Replacement Funds"):

<u>Number of Units</u>	<u>Description</u>
6	100-ton Box Cars; PACCAR Inc. (Pacific Car and Foundry Company Division), builder; lettered SSW and numbered 062736, 062745, 062760, 062766, 062813, and 062816.

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 Replacement Funds and the Trustee's acceptance of the Replacement Funds to the Equipment Trust Agreement thereto, 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 11th day of March, 1992.

CORESTATES BANK, N.A.

By C. W. Ud
Corporate Trust Officer

Attest:

[Signature]
Vice President

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

On this 11th day of March, 1992, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank 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 bank.

Lynne N. Collins
Notary Public

My commission expires:

NOTARIAL SEAL
LYNNE N. COLLINS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 4, 1994