



St. Louis Southwestern Railway Company

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

RECORDED NO 10764-5
FEB 1985

July 8, 1991

JUL 16 1991 - 10 00 AM

INTERSTATE COMMERCE COMMISSION
1-197A0003

VIA FEDERAL EXPRESS

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

RE: I.C.C. Finance Docket No. 29095 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series I

Dear Mr. Strickland:

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 Assignment and Transfer of Certain Road Equipment, dated as of July 1, 1991, to Equipment Trust Agreement dated as of August 15, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series I, 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 15, 1979, recorded on August 24, 1979, at 3:25 PM, assigned Recordation No. 10764;

First Supplement to Equipment Trust Agreement dated as of August 28, 1979, recorded on August 31, 1979, at 4:30 PM, assigned Recordation No. 10764-A;

Second Supplement to Equipment Trust Agreement dated as of January 25, 1980, recorded on February 4, 1980, at 10:00 AM, assigned Recordation No. 10764-B;

Third Supplement to Equipment Trust Agreement dated as of June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 10764-C;

Fourth Supplement to Equipment Trust Agreement dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 10764-D;

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. 10764-E;

Fifth Supplement to Equipment Trust Agreement dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 10764-F;

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. 10764-G;

Sixth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 10764-H; 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. 10764-I.

In connection with the recording of the Assignment and Transfer, dated as of July 1, 1991, to the Equipment Trust Agreement dated as of August 15, 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:

Number of
Units

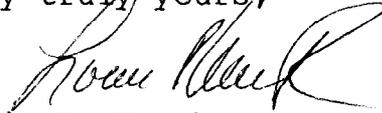
Description

4	100-ton Hopper Cars; ACF Industries, Incorporated, builder; lettered SSW and numbered 70402, 70432, 70482 and 70490.
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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.

Very truly yours,



Louis P. Warchot
Attorney for St. Louis
Southwestern Railway Company

Enclosures

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

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ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

RECORDATION NO. 10764-J FILED 1991

EQUIPMENT TRUST

Recordation No.

SERIES I

10764-J

JUL 16 1991 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

(100 Copy)

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of July 1, 1991

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 July, 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 August 15, 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 I," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

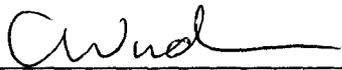
WHEREAS, certain hopper cars comprising said Trust Equipment, a list of which is attached as Exhibit A, have become unsuitable for use by the Company (hereinafter called "Unsuitable Equipment"), and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has deposited with the Trustee an amount in cash equal to the fair value of the Unsuitable Equipment (hereinafter referred to as "Cash Deposit").

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 5th day of July, 1991.

CORESTATES BANK, N.A.

By 
Corporate Trust Officer

Attest:

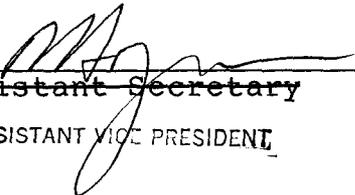

~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

EXHIBIT A

Number of
Units

Description

4

100-ton Hopper Cars; ACF Industries, Incorporated,
builder; lettered SSW and numbered 70402, 70432,
70482 and 70490.

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

On this 5th day of July, 1991, 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 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. Collins
Notary Public

My commission expires:

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



