



# St. Louis Southwestern Railway Company

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

May 2, 1990

RECORDATION NO. 7077 FILED 1990

MAY 3 1990 12 15 PM

INTERSTATE COMMERCE COMMISSION

0-123A00C

Via: Federal Express

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27387 --  
St. Louis Southwestern Railway Company  
Equipment Trust Agreement, Series B

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 Declaration of Full Payment, dated as of April 23, 1990, 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;

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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 June 1, 1984, recorded on June 19, 1984, at 3:10 PM, assigned Recordation No. 7077-H;

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;

Ninth Supplement to Equipment Trust Agreement dated as of July 22, 1985, recorded on September 4, 1985, at 11:05 AM, assigned Recordation No. 7077-J;

Tenth Supplement to Equipment Trust Agreement dated as of May 30, 1986, recorded on June 24, 1986, at 10:15 AM, assigned Recordation No. 7077-K;

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. 7077-L.

Eleventh Supplement to Equipment Trust Agreement dated as of June 15, 1987, recorded on July 21, 1987, at 1:25 PM, assigned Recordation No. 7077-M; 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. 7077-N.

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When the recording of the Declaration of Full Payment has 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 via the enclosed, completed Federal Express waybill.

Very truly yours,

  
Louis P. Warchot  
General Attorney

Enclosures

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

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/3/90

OFFICE OF THE SECRETARY

Louis P. Warchot  
General Attorney  
St Louis Southwestern Railway Co  
Southern Pacific Building  
One Market Plaza  
San Francisco, Calif. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/3/90 at 12:15pm, and assigned recordation number(s). 7077-0, 7294-M, 7653-0

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

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ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES B

RECORDATION FEE 7077-0 FILED FEE

MAY 3 1990 -12 15 PM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT

Dated as of June 1, 1973

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DECLARATION OF FULL PAYMENT

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**ST. LOUIS SOUTHWESTERN RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES B**

Equipment Trust Agreement Dated as of June 1, 1973

**DECLARATION OF FULL PAYMENT**

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of June 1, 1973, as supplemented, between the Trustee and St. Louis Southwestern Railway Company, pursuant to which was created and constituted "St. Louis Southwestern Railway Company Equipment Trust, Series B," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that St. Louis Southwestern Railway Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in St. Louis Southwestern Railway Company Equipment Trust, Series B, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to St. Louis Southwestern Railway Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to St. Louis Southwestern

Railway Company as the absolute property of St. Louis Southwestern Railway Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it 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 acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 27<sup>th</sup> day of April, 1990.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By: Cathy Wiedecke  
Corporate Trust Officer

ATTEST:

[Signature]  
Assistant Secretary

UNITED STATES OF AMERICA            )  
  )  
COMMONWEALTH OF PENNSYLVANIA    )    ss.  
  )  
CITY AND COUNTY OF PHILADELPHIA   )

On this 27<sup>th</sup> day of April, 1990, before me personally appeared CATHY WIEDECKE, 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*  
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Notary Public

NOTARIAL SEAL  
LYNNE N. MCCORRY, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires July 2, 1990