



# St. Louis Southwestern Railway Company

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

(415) 541-1757

May 29, 1992

RECORDATION NO. 8865  
FILED

JUN 5 1992 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

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. 28481 --  
St. Louis Southwestern Railway Company  
Equipment Trust Agreement, Series E

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 Declaration of Full Payment dated as of May 20, 1992, to Equipment Trust Agreement dated as of May 15, 1977, creating St. Louis Southwestern Railway Company Equipment Trust, Series E, 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 May 15, 1977, recorded on June 27, 1977, at 11:05 AM, assigned Recordation No. 8865;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 8865-A;

Second Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 8865-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. 8865-C;

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a Southern Pacific subsidiary

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Fourth Supplement to Equipment Trust Agreement dated as of July 22, 1985, recorded on September 4, 1985, at 11:05 AM, assigned Recordation No. 8865-D;

Fifth Supplement to Equipment Trust Agreement dated as of May 30, 1986, recorded on June 24, 1986, at 10:15 AM, assigned Recordation No. 8865-E;

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. 8865-F;

Sixth Supplement to Equipment Trust Agreement dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 8865-G;

Assignment and Transfer of Certain Road Equipment dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 8865-H;

Seventh Supplement to Equipment Trust Agreement dated as of July 1, 1988, recorded on August 1, 1988, at 3:20 PM, assigned Recordation No. 8865-I;

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. 8865-J;

Eighth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 8865-K;

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. 8865-L;

Ninth Supplement to Equipment Trust Agreement dated as of July 1, 1991, recorded on July 16, 1991, at 10:30 AM, assigned Recordation No. 8865-M;

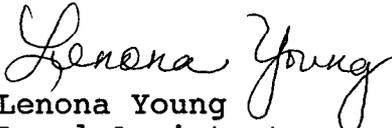
Assignment and Transfer of Certain Road Equipment dated as of July 1, 1991, recorded on July 16, 1991, at 10:30 AM, assigned Recordation No. 8865-N; and

Assignment and Transfer of Certain Road Equipment dated as of March 1, 1992, recorded on March 12, 1992, at 8:10 AM, assigned Recordation No. 8865-O.

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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.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

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REGISTRATION NO. 8865 FILED 1400

JUN 5 1992 -9 50 AM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES E

EQUIPMENT TRUST AGREEMENT

Dated as of May 15, 1977

DECLARATION OF FULL PAYMENT

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ST. LOUIS SOUTHWESTERN RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES E

Equipment Trust Agreement Dated as of May 15, 1977

DECLARATION OF FULL PAYMENT

CoreStates Bank, N.A. (herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of May 15, 1977, 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 E," 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 E, 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.

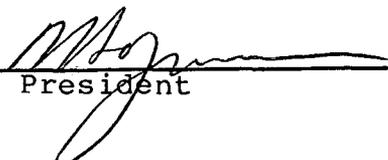
AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, CoreStates 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 20th day of May, 1992.

CORESTATES BANK, N.A., Trustee

By   
Corporate Trust Officer

ATTEST:

  
Vice President

COMMONWEALTH OF PENNSYLVANIA )  
 )  
CITY AND COUNTY OF PHILADELPHIA )

On this 20th day of May, 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.

  
Notary Public

NOTARIAL SEAL  
RONALD E. SNYDER Notary Public  
PHILADELPHIA, PHILADELPHIA COUNTY  
My Commission Expires November 15, 1993