



St. Louis Southwestern Railway Company

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

November 6, 1991

RECORDATION NO. 9179-J FILED 1185

NOV 18 1991 3 43 PM

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. 28627 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series F

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 September 30, 1991, to Equipment Trust Agreement dated as of January 1, 1978, creating St. Louis Southwestern Railway Company Equipment Trust, Series F, 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 January 1, 1978, recorded on January 16, 1978, at 1:30 PM, assigned Recordation No. 9179;

First Supplement to Equipment Trust Agreement dated as of December 1, 1978, recorded on December 21, 1978, at 2:40 PM, assigned Recordation No. 9179-A;

Second Supplement to Equipment Trust Agreement dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 9179-B;

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. 9179-C;

Third Supplement to Equipment Trust Agreement dated as of May 13, 1988, recorded on May 24, 1988, at 3:10 PM, assigned Recordation No. 9179-D;

a **Southern Pacific** subsidiary

Mr. Sidney L. Strickland, Jr.
Page Two
November 6, 1991

Fourth Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 9179-F;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 9179-G;

Fifth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 9179-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. 9179-I.

In connection with the recording of the Assignment and Transfer, dated as of September 30, 1991, to the Equipment Trust Agreement dated as of January 1, 1978, 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

A description of the railroad equipment covered by the foregoing Assignment and Transfer is set forth in Attachment A attached thereto.

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

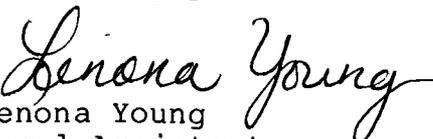
When the recording of the Assignment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

Mr. Sidney L. Strickland, Jr.
Page Three
November 6, 1991

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

RECORDATION NO. 9179 FILED 1991

NOV 18 1991 3 42 PM

===== INTERSTATE COMMERCIAL =====

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST
SERIES F

*This Should Be
ICC
Recordation No.
9179-J*

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of September 30, 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 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 January 1, 1978, 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 F," 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,
described in Attachment A hereto and incorporated herein by
reference, have become unsuitable for use by the Company
(hereinafter collectively 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
Unsuitable Equipment (hereinafter referred to as "Cash
Deposit").

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;

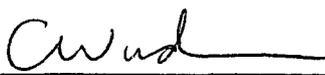
AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will 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 8th day of October, 1991.

CORESTATES BANK, N.A.

By 
Corporate Trust Officer

Attest:


~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT

CORESTATES BANK, N.A.
 RETIRED/DESTROYED UNITS-CASH DEPOSITS/SUBSTITUTES
 ST. LOUIS SOUTHWESTERN RAILWAY CO. EQUIPMENT TRUST AGREEMENT
 FOR SERIES F DATED JANUARY 01, 1978

7310208

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	RECONDITION
PACIFIC CAR & FOUNDRY (PCF)	SSW 049801	SSW	70 TON BOX	6501	7808
PACIFIC CAR & FOUNDRY (PCF)	SSW 049804	SSW	70 TON BOX	6501	7808
PACIFIC CAR & FOUNDRY (PCF)	SSW 049806	SSW	70 TON BOX	6501	7808
PACIFIC CAR & FOUNDRY (PCF)	SSW 049809	SSW	70 TON BOX	6501	7808
PACIFIC CAR & FOUNDRY (PCF)	SSW 049810	SSW	70 TON BOX	6501	7808
PACIFIC CAR & FOUNDRY (PCF)	SSW 049819	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049824	SSW	70 TON BOX	6511	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049826	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049829	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049830	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049838	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049839	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049842	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049843	SSW	70 TON BOX	6501	7809
PACIFIC CAR & FOUNDRY (PCF)	SSW 049844	SSW	70 TON BOX	6501	7809
GUNDERSON BROS. (FMC)	SSW 052002	SSW	70 TON BOX	6512	7809
GUNDERSON BROS. (FMC)	SSW 052047	SSW	70 TON BOX	6512	7810
PACIFIC CAR & FOUNDRY (PCF)	SSW 056704	SSW	100 TON BOX	6501	7810
PACIFIC CAR & FOUNDRY (PCF)	SSW 056705	SSW	100 TON BOX	6501	7810

ATTACHMENT A

TOTAL 19 UNITS

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

On this 8th day of October, 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.

Debra S. Butler

Notary Public

My commission expires:

NOTARIAL SEAL
DEBRA S. BUTLER Notary Public
PHILADELPHIA PHILADELPHIA COUNTY
My Commission Expires November 15, 1993