



St. Louis Southwestern Railway Company

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

REGISTRATION NO. *8865-A* Filed 1425

DEC 14 1979 4 02 PM
INTERSTATE COMMERCE COMMISSION
9-348A131

December 11, 1979

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Date **DEC 14 1979**
Fee \$ 10.00
ICC Washington, D.C.

Re: I.C.C. Finance Docket No. 28481 --
St. Louis Southwestern Railway Company
Equipment Trust, Series E

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of First Supplement dated as of December 7, 1979, 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.

In connection with the recording of the First Supplement dated December 7, 1979, to the Equipment Trust Agreement dated May 15, 1977, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

The First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

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Name and Address of Lessee - Guarantor:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment
Covered by Supplement:

<u>Cars</u>	<u>Description</u>
4	100-ton, 4650 cu. ft. covered hopper cars; ACF Industries, Inc., builder; lettered SSW and numbered 70383 through 70386.

When the recording of the First Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative therewith, and return two of the same to her.

Very truly yours,



Karen Ackerman
Attorney

Enclosures

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INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST

SERIES NO. E

FIRST

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of December 7, 1979

FIRST PENNSYLVANIA BANK, N.A.

TO

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the seventh day of December, 1979, between First Pennsylvania Bank, N.A., (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of May 15, 1977, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series No. E (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to St. Louis Southwestern Railway Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as

provided in the Equipment Trust, of the railroad equipment destroyed;
and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of One Dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of St. Louis Southwestern Railway Company Trust, Series No. E, the railroad equipment hereinafter described, to wit:

4	100-ton, 4650 cu.ft. covered hopper cars; ACF Industries, Inc., builder; lettered SSW and numbered 70383 through 70386.
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TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Equipment Trust.

This Supplement may be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.
Trustee

By 
Vice President

P. M. GIULIANTE
SENIOR CORPORATE TRUST OFFICER
& ASSISTANT SECRETARY

Attest:


Assistant Secretary

T. A. O'CONNELL
ASSISTANT SECRETARY

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

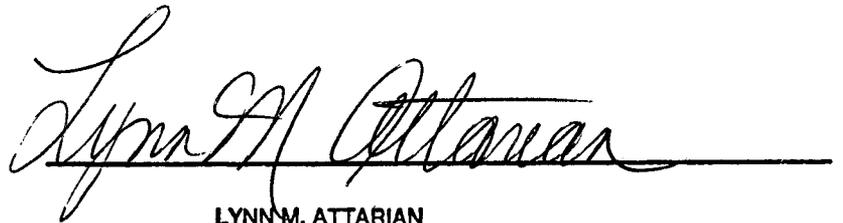
By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
City and County of Philadelphia)

On this *13th* day of December, 1979, before me personally
appeared **■ N. GIULIANTE**, to me personally known, who,
being by me duly sworn, says that *SR COMP TR OFFICER* he is ~~Vice-President~~ of
First Pennsylvania Bank, N.A.; that one of the seals affixed to
the foregoing instrument is the corporate seal of said corporation;
and that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and *he* acknowledged
that the execution of the foregoing instrument was the free act
and deed of said corporation.



LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982

STATE OF CALIFORNIA)
)
City and County of San Francisco) ss.

On this 7th day of December, 1979, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of St. Louis Southwestern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine B. Lundy

