



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 10224-H
Filed 1988

OCT 13 1988 - 12 20 PM
INTERSTATE COMMERCE COMMISSION
12 13 PM '88
OFFICE OF THE SECRETARY
MOTOR OPERATING UNIT

October 11, 1988

No. 8-287A043

Date OCT 13 1988

Fee \$ 13⁰⁰

ICC Washington, D.C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series O, Supplement No. 8,
dated October 1, 1988

Dear Mr. Bayne:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 8, dated as of October 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of March 1, 1979.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 10224.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series O, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

C. Campbell

Interstate Commerce Commission
October 11, 1988
Page 2

Enclosed is a check in payment of the Commission's
prescribed recordation fee.

Very truly yours,

GS

Gus Svolos
Vice President-Law

IEW/LBM/dt

Enclosures

EQUIPMENT TRUST, SERIES O,
Dated March 1, 1979

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
145	60' Box Cars, 70-ton capacity, with roller bearings trucks (Class Bx-194); Fruit Growers Express Company, Builder; Nos. 600600 to 600744, both inclusive	\$56,300	\$8,163,500
10	2250 HP Diesel Electric Locomotives, Model B-23-7; General Electric Company, Builder; Nos. 6364 to 6373, both inclusive	\$574,400	\$5,744,000
35	3000 HP Diesel Electric Locomotives, Model C-30-7; General Electric Company, Builder; Nos. 8064 to 8098, both inclusive	\$702,900	\$24,601,500
13	3000 HP Diesel Locomotives (Model SD40-2), General Motors Corporation (Electro-Motive Division); Builder; Nos. 5058 to 5070, both inclusive	\$684,600	\$8,899,800
13	2300 HP Diesel Locomotives (Model GP39-2), General Motors Corporation (Electro-Motive Division); Builder; Nos. 3683 to 3695, both inclusive	\$572,200	\$7,438,600
50	100-ton Airslide Covered Hopper Cars, with roller bearing trucks; General American Transportation Company, Builder; Nos. 310655 to 310704, both inclusive	\$48,700	\$2,435,000
80	100-ton Triple Cross Hopper Cars, with roller bearing trucks; Greenville Steel Car Company, Builder; Nos. 179800 to 179879, both inclusive	\$35,100	\$2,808,000
200	100-ton Box Cars; FMC Corporation, Builder; Nos. 152300 to 152499, both inclusive	\$49,000	\$9,800,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
234	100-ton Insulated Box Cars; PACCAR, Inc., Builder; Nos. 622550 to 622783, both inclusive	\$65,000	\$15,210,000
179	100-ton Cement Hopper Cars, Greenville Steel Car Company; Builder; Nos. 350100 to 350278, both inclusive	\$36,500	\$6,533,500
17	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufactur- ing Company, Builder; Nos. 1936 to 1952, both inclusive	\$35,072	\$596,224
3	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufactur- ing Company, Builder; Nos. 2055 to 2057, both inclusive	\$35,433	\$106,299
13	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufactur- ing Company, Builder; Nos. 2092 to 2104, both inclusive	\$32,230	\$418,990
2	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars, Pittsburgh and Lake Erie Railroad Company, Builder; Nos. 68113 to 68114, both inclusive	\$18,000	\$ 36,000
40	Fully Enclosed Bi-Level Auto Racks (BL-7), Thrall Car Manufacturing Company, Builder; Nos. 2269 to 2308, both inclusive	\$23,834	\$ 953,360
7	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2365, 2371, 2382, 2383, 2385, 2393, and 2408	\$24,965	<u>\$174,755</u>
<hr/> 1,041	Total Units		<u>\$93,919,528</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES O

10224-14
OCT 13 1988 12 22 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 8, dated as of October 1, 1988, to Equipment Trust Agreement, dated as of March 1, 1979 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series O, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in Replacement Funds, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Parties hereto agree as follows:

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of its right, title and interest in the contracts for the construction of the Additional Equipment:

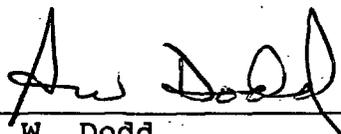
<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2365, 2371, 2382, 2383, 2385, 2393, and 2408	\$24,965	\$174,755

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
G. W. Dodd
Senior Vice President-Finance
and Chief Financial Officer

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

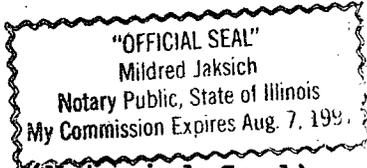
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of October, 1988 before me personally appeared G. W. Dodd, to me personally known, who, being by me duly sworn, says that he is Senior Vice President-Finance and Chief Financial Officer of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



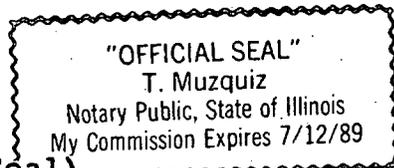
(Notarial Seal)

Mildred Jaksich
Notary Public

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of October, 1988 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notarial Seal)

T. Muzquiz
Notary Public

My Commission Expires

EQUIPMENT TRUST, SERIES O,
Dated March 1, 1979

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