



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 6786-E Filed 142

JUL 7 1987 -3 45 PM
July 1, 1987

INTERSTATE COMMERCE COMMISSION

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

No. 7-188A024
Date JUL 7 1987
Fee \$ 10.00

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series F, Supplement No. 5, dated June 1,
1987

Dear Mr. Bayne:

Enclosed herewith please find an original and one (1) 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. 5, dated as of June 1, 1987, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of November 1, 1972.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 6786.

The names 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 F, is described on Exhibit 1.

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

Counterparts - [Signature]

100 OFFICE OF THE SECRETARY
JUL 7 3 37 PM '87
MOTOR OPERATING UNIT

Mr. James H. Bayne
July 1, 1987
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

Gus Svolos /lbm

Gus Svolos
Vice President-Law

JQG/LBM/dmc
Enclosures

EQUIPMENT TRUST, SERIES F,
Dated November 1, 1972

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
1000	100-ton 4,750 cu. ft. capacity Trough Hatch Covered Hopper Cars with roller bearing trucks; Pullman Incorporated (Pullman-Standard Division), Builder; Nos. 312800 to 313799, both inclusive	\$17,225	\$17,225,000
6	100-ton Cement Hopper Cars; Greenville Steel Car Company, Builder; Nos. 350294 to 350299, both inclusive	\$37,650	\$225,900
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufactur- ing Company, Builder; Nos. 1883 to 1887, both inclusive	\$35,072	\$175,360
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufactur- ing Company, Builder; Nos. 2018 to 2019, both inclusive	\$35,433	\$70,866
7	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufactur- ing Company, Builder; Nos. 2059 to 2065, both inclusive	\$32,230	\$225,610
3	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68000 to 68002, both inclusive	\$18,000	\$ 54,000
1,023	Total Units		<u>\$17,976,736</u>

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

RECORDATION NO. 6286-E
Filed 1428

JUL 7 1987 -3 45 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5, dated as of June 1, 1987, to the Equipment Trust Agreement, dated as of November 1, 1972 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series F, 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 the Deposited Cash account of said Equipment Trust, 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 new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
3	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68000 to 68002, both inclusive	\$18,000	\$54,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby 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 W. J. Smith
President

ATTEST:

T. M. McGovern
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By R. J. Mason
Vice President

ATTEST:

W. Bartol
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 24 day of June, 1987 before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is President 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.

John Thomas

Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988
My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 29th day of June, 1987 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.

"OFFICIAL SEAL"
T. Muzquiz
Notary Public, State of Illinois
My Commission Expires 7/12/89

(Notarial Seal)

T. Muzquiz

Notary Public

My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES F,
Dated November 1, 1972

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	100-ton 4,750 cu. ft. capacity Trough Hatch Covered Hopper Cars with roller bearing trucks; Pullman Incorporated (Pullman-Standard Division), Builder; Nos. 312800 to 313799, both inclusive	\$17,225	\$17,225,000
6	100-ton Cement Hopper Cars; Greenville Steel Car Company, Builder; Nos. 350294 to 350299, both inclusive	\$37,650	\$225,900
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufactur- ing Company, Builder; Nos. 1883 to 1887, both inclusive	\$35,072	\$175,360
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufactur- ing Company, Builder; Nos. 2018 to 2019, both inclusive	\$35,433	\$70,866
7	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufactur- ing Company, Builder; Nos. 2059 to 2065, both inclusive	\$32,230	\$225,610
3	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68000 to 68002, both inclusive	\$18,000	\$ 54,000
1,023	Total Units		<u>\$17,976,736</u>