



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604  
312/786-6000

RECORDATION NO. 7560-7 Filed & Recorded October 8, 1986

OCT 9 1986 12-30 PM

VIA FEDERAL EXPRESS INTERSTATE COMMERCE COMMISSION No. 6-282A055

Date OCT 9 1986

Fee \$ 10.00

ICC Washington, D.C.

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

RECEIVED  
OCT 9 12 22 PM '86  
MOTOR VEHICLE UNIT

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series I, Supplement No. 9  
dated October 1, 1986

Dear Secretary:

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. 9, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of July 1, 1974.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 7560.

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:

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

The equipment covered by Equipment Trust Agreement, Series I, 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.

Interstate Commerce Commission  
October 8, 1986  
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  
Vice President-Law

JQG/LBM/lgd

Enclosures

## EQUIPMENT TRUST, SERIES I

## SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
500	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 324300 to 324799, both inclusive . . . . .	\$ 32,300	\$16,150,000
100	50'6" 100-ton hi-cube box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 45900 to 45999, both inclusive . . .	31,300	3,130,000
125	20,800 gal. capacity 70-ton tank cars, Richmond Tank Car Company, builder; numbered 98000 to 98324, both inclusive . . .	20,000	2,500,000
200	50'6" 100-ton box cars with roller bearing trucks, ACF Industries, Inc., builder; numbered 501500 to 501699, both inclusive	26,000	5,200,000
22	50' 100-ton hi-roof box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 37540 to 37561, both inclusive . . .	53,000	1,166,000
35	60' 100-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 625325 to 625359, both inclusive . . . . .	40,800	1,423,000
160	39'4" 55-ton Snapac flat cars with roller bearing trucks, Whitehead and Kales Company, builder; numbered 700000 to 700159, both inclusive . . . . .	52,800	8,448,000
11	Model U-36-C diesel electrical locomotives, General Electric Company, builder; numbered 8763 to 8773, both inclusive . . . . .	406,000	4,466,000
400	39'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; numbered 90030 to 90033, 90035, 90037, 291513, 291543, 291557, 291631, 291803, 291813, 295178 to 295219, 296221 to 296233, 296235 to 296567, all inclusive . . . . .	30,000	12,000,000
20	4180 cu. ft. capacity "Airslide" Covered Hopper Cars with roller bearing trucks (class Ga-194), General American Transportation Corporation, builder; numbered 310555 to 310574, both inclusive . . . . .	38,000	760,000
5	50-ton Cabooses with roller bearing trucks (Class Ce-5), International Car Company, builder; numbered 999738 to 99982, both inclusive . . . . .	51,073	255,365
11	120-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350300 to 350310, both inclusive . . . . .	37,650	414,150
3	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1903 to 1910, both inclusive . . .	35,072	280,575

## EQUIPMENT TRUST, SERIES I

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder, No. 2021 . . . . .	\$35,433	\$ 35,433
30	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2129 to 2158, both inclusive . . . . .	\$32,443	\$ 973,290
50	Enclosed Bi-Level Auto Racks (BL-6), Thrall Car Manufacturing Company, Builder, Nos. 2159 to 2208, both inclusive . . . . .	\$25,416	\$ 1,270,800
	Total . . . . .		<u>\$58,477,614</u>

# Interstate Commerce Commission

Washington, D.C. 20423

10/9/86

OFFICE OF THE SECRETARY

Gus Svolos

Vice President-Law

The Atchison, Topeka & Santa Fe Railway Co.  
80 East Jackson Blvd.  
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/9/86 at 12:30pm, and assigned re-  
recording number(s).

7560-J & 14220-C

Sincerely yours,

*Norata R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

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

RECORDATION NO. 7560-9 Filed & Recorded

OCT 9 1986 12-30 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 9, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of July 1, 1974 (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 I, 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>
30	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2129 to 2158, both inclusive	\$32,443	\$ 973,290
50	Enclosed Bi-level Auto Racks (BL-6), Thrall Car Manufacturing Company, Builder; Nos. 2159 to 2208, both inclusive	\$25,416	\$1,270,800
			<u>\$2,244,090</u>

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 *D. B. Ruess*  
Executive Vice President

ATTEST:

*T. M. Mc Govern*  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

*ps masm*  
*C. Potts*  
Vice President

ATTEST:

*C. Potts*  
Assistant Secretary

(CORPORATE SEAL)



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160	89'4" 55-ton Snapac flat cars with roller bearing trucks, Whitehead and Kales Company, builder; numbered 700000 to 700159, both inclusive . . . . .	52,800	8,448,000
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400	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; numbered 90030 to 90033, 90035, 90037, 291513, 291543, 291557, 291631, 291903, 291818, 296179 to 296219, 296221 to 296233, 296235 to 296567, all inclusive . . . . .	30,000	12,000,000
20	4180 cu. ft. capacity "Airslide" Covered Hopper Cars with roller bearing trucks (class Ga-194), General American Transportation Corporation, builder; numbered 310355 to 310574, both inclusive . . . . .	38,000	760,000
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	Total . . . . .		<u>\$58,477,614</u>