



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

5-038A110

February 6, 1985

FEB 07 1985

10.00

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

5924
Filed 1425
FEB 7 1985 2 01 PM
INTERSTATE COMMERCE COMMISSION

Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series C, Supplement No. 4,
dated January 1, 1985

Dear Mr. Secretary:

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. 4, dated as of January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of January 15, 1971.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 5924.

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, Illinois 60604

The Trustee, as Trustee and Lessor:

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

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

C. A. [Signature]
Jan 15 1985
5924

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Mr. James Bayne
Interstate Commerce Commission
February 6, 1985
Page Two

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

Very truly yours,

A handwritten signature in cursive script that reads "Gus Svolo" followed by a vertical line and the initials "LBM".

Gus Svolo
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES C

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
300	100-ton trough hatch covered hopper cars with roller bearing trucks, ACF Industries, Inc., builder; numbered 311900-312199 both inclusive .	\$15,233	\$ 4,569,400
400	100-ton trough hatch covered hopper cars with roller bearing trucks, Pullman, Inc. (Pullman-Standard Division) builder; numbered 311500 to 311899, both inclusive	15,200	6,080,000
100	50'6" 70-ton mechanical temperature control refrigerator cars with load dividers, side wall fillers, roller bearing trucks and shock control underframe, Santa Fe Land Improvement Company, builder; numbered 55900 to 55999, both inclusive	32,024	3,202,400
50	50'70-ton insulated box cars with load dividers, side wall fillers, roller bearing trucks and shock control under frame, Pacific Car and Foundry Company, builder; numbered 522300-522308, 522310, 522312, 522315-522317, 522319-522329, 522331-522336, 522338, 522339, 522341-522344, 522347, 522348, 526188, 526191, 526196, 526234, 526251, 526256, 526277, 526278, 526284, 526285, 526286, all inclusive	23,371	1,168,550
5	50-ton caboose cars, International Car Company, builder; numbered 999533 to 999542, both inclusive	33,000	165,000
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1889 to 1899, both inclusive	30,372	334,092

EQUIPMENT TRUST, SERIES C

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
6	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 1997 to 2002, both inclusive	\$35,433	\$ 212,598
	Total		<u>\$15,803,740</u>

Interstate Commerce Commission
Washington, D.C. 20423

2/8/85

OFFICE OF THE SECRETARY

Gus Svolos
Vice President-Law
The Atchison, Topeka, & Santa Fe RYW.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 2/7/85 at 3:25pm and assigned re-
recording number(s). 5924-D, 5949-H, 6453-H, 6786-C, 7050-D, 7560-I, 7744-H

8178-I

9276-E

10224-D

13067-D

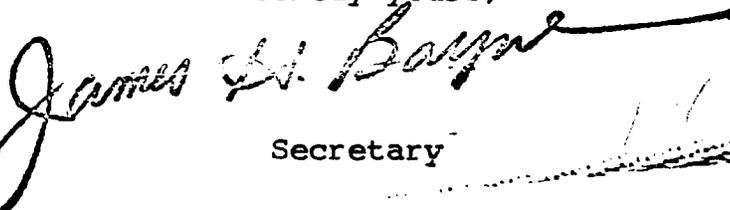
8662-C

8839-F

8839-G

9017-B

Sincerely yours,



Secretary

Enclosure(s)

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

5784-D
FEB 7 1985 2:21 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of January 15, 1971, as amended (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 C, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

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

1. In accordance with Section 4.2 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 of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
6	Enclosed Tri-level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 1997 to 2002, both inclusive	\$35,433	\$212,598

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

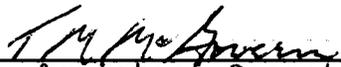
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

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.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY



Assistant Secretary

By 

Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee



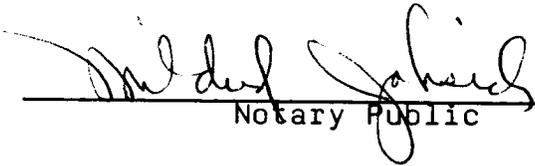
Assistant Secretary

By 

Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *25th* day of *February* 1985 before me personally appeared D. G. Ruegg to me personally known, who, being by me duly sworn, says that he is Executive Vice 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.



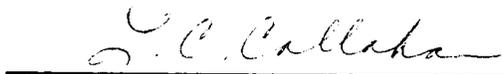
Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires Aug. 7, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *6th* day of *February* 1985 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.



Notary Public

(Notarial Seal)

My Commission Expires MARCH 8, 1988

EQUIPMENT TRUST, SERIES C

SCHEDULE A

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		Per Unit	Total
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5	50-ton caboose cars, International Car Company, builder; numbered 999538 to 999542, both inclusive	33,000	165,000
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1859 to 1869, both inclusive.....	35,072	385,792

(Continued)

EQUIPMENT TRUST, SERIES C

SCHEDULE A

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