



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

100-131

February 23, 1981

RECORDATION NO. 5942 F Filed 1425

FEB 24 1981

RECEIVED
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FEE OPERATION

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20429
INTERSTATE COMMERCE COMMISSION

FEB 24 1981 -3 10 PM

10.00

Re: The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust, Series D, Supplement No. 6, dated as of February 1, 1981

Dear Ms. Mergenovich:

Enclosed herewith for filing and recording with the Commission in accordance with 49 USC 11303 is a Supplement, dated as of February 1, 1981, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee ("Trustee").

The Supplement was executed in connection with an Equipment Trust Agreement, dated as of February 15, 1971, between Santa Fe and the Trustee, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series D, was created. The Trust Agreement was filed and recorded on February 19, 1971, and was assigned Recordation Number 5949.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

- 7 26,000 Gallon 100-ton Roller Bearing Tank Cars, Nos. 98693 to 98699

For the convenience of the parties, four additional counterparts are also enclosed, which I should like to have returned bearing the recordation information.

The names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

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

Handwritten signature: Agatha L. Mergenovich

Ms. Mergenovich
Page Two
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The Trustee:

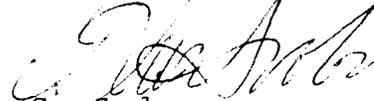
Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

The Vendor:

Trinity Industries, Inc.
P. O. Box 7596
Fort Worth, Texas

A check in the amount of \$10.00 is also enclosed in payment of the required recordation fee.

Very truly, yours



Gus Svolos
General Counsel

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/24/81

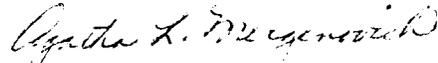
OFFICE OF THE SECRETARY

Gus Svolos
General Counsel
The Atchison, Topeka & Santa Fe PYW Co.
80 East Jackson Boulevard
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 2/24/81 at 3:10pm, and assigned re-recording number(s). 5949-F & 8178-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 5949-F Filed Feb 24 1981

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EQUIPMENT TRUST, SERIES D INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6, dated as February 1, 1981 to Equipment Trust Agreement, dated as of February 15, 1971 (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 Equipment Trust, Series D, 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 remaining Replacement Funds 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 guage railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its rights, 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	26,000 Gallon 100-ton Roller Bearing Tank Cars, Trinity Industries, Inc., builder, numbers 98693 to 98699, both inclusive	\$55,900	<u>\$391,300</u>
	Total Additional Equipment.....		<u><u>\$391,300</u></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 Agreement, 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. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC §11303 (formerly Section 20(c) of the Interstate Commerce Act.)

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

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By W. S. Smith
Executive Vice President

ATTEST:

A. Hayes
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By R. S. Mason
Vice President

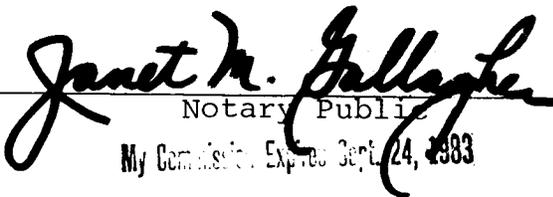
ATTEST:

C. F. Otter
ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 17th day of February, 1981, before me personally appeared W. J. SWARTZ, 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
My Commission Expires Sept. 24, 1983

(Notarial Seal)

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 18th day of February, 1981, 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 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 November 29, 1984