



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

5-088A110

February 6, 1985

RECORDATION NO. 6453-14 FILED 1425

FEB 7 1985

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INTERSTATE COMMERCE COMMISSION

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

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series E, Supplement No. 8,  
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. 8, dated as of January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of January 1, 1972.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 6453.

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

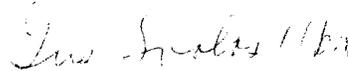
The equipment covered by Equipment Trust Agreement, Series E, is described on Exhibit 1.

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.

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,



Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

## EQUIPMENT TRUST, SERIES E

## SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
35	3600 H.P., Model SD 45-2 diesel electric locomotives, General Motors Corporation (Electro-Motive division), builder; numbered 5627-5661, both inclusive .....	\$348,600	\$12,201,000
15	3600 H.P., Model U-36-C diesel electric locomotives, General Electric Company, builder; numbered 8700-8714, both inclusive .....	364,300	5,464,500
25	100-ton covered hopper cars with roller bearing trucks, General American Transportation Corporation, builder; numbered 310530-310554, both inclusive .....	22,760	569,000
100	100-ton air conditioned covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder; numbered 101400-101499, both inclusive .....	38,483	3,848,800
100	50' 100-ton hi-cube box cars with roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder; numbered 504100-504199, both inclusive .....	21,737	2,173,700
200	50' 6" 70-ton non-insulated box cars with roller bearing trucks, ACF Industries, Incorporated, builder; numbered 151500-151699, both inclusive .....	16,317	3,363,400
100	50' 6" 100-ton non-insulated box cars with double plug doors, roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder; numbered 151700-151799, both inclusive .....	21,962	2,196,200
200	100-ton open top triple cross hopper cars with roller bearing trucks, Greenville Steel Car Company, builder; numbered 81750-81949, both inclusive .....	15,034	3,006,800

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	Enclosed Tri-Level Racks, Whitehead & Kales Company, builder; installed upon Seven (7) 89'4" 70-ton low-deck flat cars, Pullman Incorporated (Pullman-Standard division) builder; numbered 700160 to 700166, both inclusive ....	64,286	450,000
28	"Stac-Pac" automobile containers, Whitehead & Kales Company, builder; numbered ATSU 100 to 127, both inclusive .....	5,179	145,000
7	50-ton Cabooses with roller bearing trucks (Class Ce-8), International Car Company, builder, numbered 999743 to 999749, both inclusive .....	51,073	357,511
5	100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; numbered 165745 to 165749, both inclusive .....	32,400	192,000
2	3000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5170 and 5171 ....	956,100	1,912,200
3	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1220 to 1222, both inclusive .....	35,072	105,216

## EQUIPMENT TRUST, SERIES E

## 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. 2017 . . . . .	\$35,433	\$ <u>35,433</u>
	Total . . . . .		<u>\$36,025,760</u>

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

REGISTRATION NO. 6453-A  
FEB 5 1985 3 25 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 8, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of January 1, 1972, 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 E, 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>
1	Enclosed Tri-level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder, No. 2017	\$35,433	\$35,433

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.

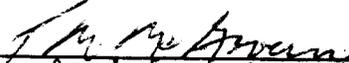
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

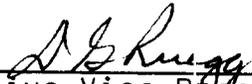
4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

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:

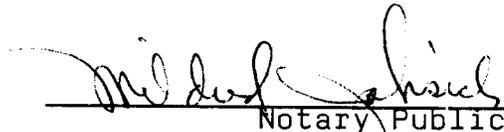
HARRIS TRUST AND SAVINGS BANK,  
as Trustee

  
Assistant Secretary

By   
Vice President

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK     )

On this *14* 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 *13* 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

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