



The Atchison, Topeka and Santa Fe Railway Company

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

6-288A041

OCT 16 1986

October 10, 1985

RECORDATION NO. 6453 Filed & Recorded

OCT 16 1986 1:03 PM

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. 9,
dated October 1, 1986

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. 9, dated as of October 1, 1986, 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.

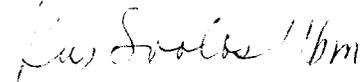
For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

*10 counterparts
for
Mr. Bayne*

Mr. James Bayne
Interstate Commerce Commission
October 10, 1986
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

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
35	3600 H.P., Model SD 45-2 diesel electric locomotives, General Motors Corporation (Electro-Motive division), builder; numbered 5627-5661, both inclusive	\$343,600	\$12,201,000
15	3600 H.P., Model U-36-C diesel electric locomotives, General Electric Company, builder; numbered 3700-3714, both inclusive	364,300	5,464,500
25	100-ton covered hopper cars with roller bearing trucks, General American Transportation Corporation, builder; numbered 310530-310534, 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	39,483	3,948,300
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	3,263,400
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 31750-31949, both inclu-		

<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	64,236	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	38,400	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 1820 to 1832, both inclusive	35,072	105,216

EQUIPMENT TRUST, SERIES E

SCHEDULE A

Quantity

1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder; No. 2017	\$ 35,433	\$ 35,433
15	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2109 to 2123, both inclusive . . .	\$ 32,443	\$ 486,645
8	3600 HP Diesel Electric Locomotives, Original General Electric Model U36C, ATSF Remanufacturer; Nos. 9562 to 9569	\$569,000*	<u>\$ 4,552,000</u>
	Total		<u>\$41,064,000</u>

*Final cost per J. Lee Faxon of September 26, 1936.

Interstate Commerce Commission

Washington, D.C. 20423

10/15/86

OFFICE OF THE SECRETARY

Gus Evoles
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 10/16/86 at 1:10pm, and assigned re-
recording number (s) 6453-I, 6991-C, 7050-E, 7744-I, 6786-D, 8178-J, 8667-D

9276-FV
10224-E
12287-A
13067-E
11366-D

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

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

RECORDATION NO. 6453-1
Filed & Recorded

OCT 16 1986 1:10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 9, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of January 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 E, 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 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>
15	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2109 to 2123, both inclusive	\$ 32,443	\$ 486,645
8	3600 HP Diesel Electric Locomotives, Original General Electric Model U36C, ATSF Remanufacturer; Nos. 9562 to 9569, both inclusive	\$569,000	\$4,552,000
23 Total Units		Total	\$5,038,645

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 
Executive Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

ATTEST:


Assistant Secretary

CORPORATE SEAL)

EQUIPMENT TRUST, SERIES E

SCHEDULE A

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		Per Unit	Total
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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	39,493	3,948,800
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
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EQUIPMENT TRUST, SERIES E

SCHEDULE A

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	Total		<u>\$41,064,000</u>

*Final cost per J. Lee Farson of September 26, 1986.