



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604

May 26, 1988

8-152A032

RECORDATION NO. 7744-113 FROM 1428

13000

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

MAY 31 1988 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series J, Supplement No. 13,  
dated May 1, 1988

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. 13, dated as of May 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of December 15, 1974.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 7744.

The name 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, as Trustee and Lessor:

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

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

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

*Handwritten signatures and initials on the left margin.*

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10 20 1988

Interstate Commerce Commission  
May 26, 1988  
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A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

*GS*

Gus Svolos  
Vice President-Law

JQG/IEW/LBM/mj

Enclosures

EQUIPMENT TRUST, SERIES J,  
Dated December 15, 1974

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
200	52'6" 70-ton Insulated Box Cars with roller bearing trucks; Pacific Car and Foundry Company, Builder; Nos. 522600 to 522799, both inclusive	\$37,100	\$7,420,000
20	U-36-C 3600 HP Diesel Locomotive Units; General Electric Company, Builder; Nos. 8774 to 8793, both inclusive	\$415,900	\$8,318,000
100	89'4" 70-ton Flat Cars with roller bearing trucks; Bethlehem Steel Corporation, Builder; Nos. 90034 (1 car), 90036 (1 car) 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	\$29,000	\$2,900,000
50	50'6" 100-ton Box Cars; Pullman Incorporated, Builder; Nos. 45785 to 45834, both inclusive	\$37,500	\$1,875,000
500	61' 100-ton Insulated Box Cars; Santa Fe Rail Equipment Company, Builder; Nos. 621600 to 622099, both inclusive	\$38,000	\$19,000,000
600	4,750 cu. ft. 100-ton Covered Hopper Cars; Pullman Incorporated, Builder; Nos. 315200 to 315799, both inclusive	\$28,000	\$16,800,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	70'10" 100-ton Hopper Cars; Greenville Steel Car Company, Builder; Nos. 165000 to 165099, both inclusive	\$34,000	\$3,400,000
84	60'9" 100-ton Box Cars; Pullman Incorporated, Builder; Nos. 611616 to 611699, both inclusive	\$33,100	\$2,780,400
75	100-ton Triple Cross Hopper Cars; Santa Fe Rail Equipment Company, Builder; Nos. 179000 to 179074, both inclusive	\$38,000	\$2,850,000
25	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295275 and 295299, both inclusive	\$365,000	\$9,125,000
5	60' Box Cars, 70-ton capacity with roller bearing trucks (Class Bx-194); Fruit Growers Express Company, Builder; Nos. 600745 to 600749, both inclusive	\$56,300	\$281,500
11	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1911 to 1921, both inclusive	\$35,072	\$385,792
17	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder; Nos. 2022 to 2038, both inclusive	\$35,433	\$602,361
8	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; Nos. 5841 to 5848, both inclusive	\$588,500	\$4,108,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars, Pittsburgh and Lake Erie Railroad Company; Nos.68081 to 68110, both inclusive	\$18,000	\$540,000
50	Enclosed Bi-Level Auto Racks, Without End Doors (BL-7), Thrall Car Manufacturing Company, Builder; Nos. 2209 to 2258, both inclusive	\$18,534	\$926,700
9	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2334 to 2342, both inclusive	<u>\$32,675</u>	<u>\$294,075</u>
1,884	Total Units		<u>\$81,606,828</u>

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Revised  
5/1/88

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

RECORDATION NO. 7744-127  
MAY 31 1988-10 30 AM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 13, dated as of May 1, 1988, to Equipment Trust Agreement, dated as of December 15, 1974 (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 J, is created.

WHEREAS, the Company desires to obtain the release of certain Trust Equipment under the Agreement which is no longer desirable for use in the Company's railroad operations (the "Released Equipment");

WHEREAS, the Agreement provides for release of such Trust Equipment;

WHEREAS, the Company has provided the Trustee an Officer's Certificate covering the Released Equipment and made payment therefor pursuant to Section 4.9 of the Agreement; and

WHEREAS, the Company has requested release of the Released Equipment so that it shall no longer be subject to any of the terms and conditions of the Agreement.

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

1. The Trustee hereby releases all of its right, title and interest in and to the following Released Equipment and pursuant to Section 3.4, executes and delivers to the Company concurrently herewith a Bill of Sale for the Released Equipment:

RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type</u>
23	GP-39-2 HP Diesel Locomotive Units; General Motors Corporation (Electro- Motive Division), Builder; Nos. 3617 to 3626, both inclusive (10 units) and 3656 to 3668, both inclusive (13 units)
	Total Released Equipment

2. The Released Equipment is hereby excluded from the Trust Equipment and shall not be subject to any of the terms and conditions of the Agreement.

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.

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.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By W. J. Smith  
President

ATTEST:

A. B. McQueen  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By R. M. Mason  
Vice President

ATTEST:

C. R. Roll  
Assistant Secretary

(CORPORATE SEAL)



EQUIPMENT TRUST, SERIES J,  
Dated December 15, 1974

## SCHEDULE A

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		<u>Per Unit</u>	<u>Total</u>
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100	89'4" 70-ton Flat Cars with roller bearing trucks; Bethlehem Steel Corporation, Builder; Nos. 90034 (1 car), 90036 (1 car) 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)	\$29,000	\$2,900,000
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500	61' 100-ton Insulated Box Cars; Santa Fe Rail Equipment Company, Builder; Nos. 621600 to 622099, both inclusive	\$38,000	\$19,000,000
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