



The Atchison, Topeka and Santa Fe Railway Company

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

October 10, 1985

RECORDATION NO. 10224-F Filed & Recorded

Date 10/16/86

OCT 16 1986 1-10 PM

Fee \$ 10.00

Mr. James H. Bayne
Secretary

Interstate Commerce Commission
Washington, D.C. 20423

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 0, Supplement No. 5,
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. 5, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of March 1, 1979.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 10224.

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 0, 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
October 10, 1986
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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,

A handwritten signature in cursive script that reads "Gus Svolos".

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

[Equipment Trust, Series O]

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
145	60' Box Cars, 70-ton capacity, with roller bearing trucks (Class Bx-194), Fruit Growers Express Company, builder; numbered 600600 to 600744, both inclusive	\$ 56,300	\$ 8,163,500
10	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbered 6364 to 6373, inclusive	574,400	5,744,000
35	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbered S064 to S09S, inclusive	702,900	24,601,500
13	3000 HP Diesel-electric Locomotives, Model SD40-2, General Motors Corporation (Electro-Motive division), builder; numbered 5058 to 5070, inclusive	684,600	8,899,800
13	2300 HP Diesel-electric Locomotives, Model GP39-2, General Motors Corporation (Electro-Motive division), builder; numbered 36S3 to 3695, inclusive	572,200	7,438,600
50	100-ton Airslide Covered Hopper Cars, with roller bearing trucks, General American Transportation Company, builder; numbered 310655 to 310704, inclusive	48,700	2,435,000
50	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 179S00 to 179S79, inclusive	35,100	2,505,000
200	100-ton Box Cars, FMC Corporation, builder; numbered 152300 to 152499, both inclusive	49,000	9,800,000
234	100-ton Insulated Box Cars, PACCAR, Inc., builder; numbered 622550 to 622783, both inclusive	65,000	15,210,000
179	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350100 to 350278, both inclusive	36,500	6,533,500
17	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1936 to 1952, both inclusive	35,072	596,224
3	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2055 to 2057, both inclusive	35,433	106,299

EQUIPMENT TRUST, SERIES O

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
13	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2092 to 2104, both inclusive . . .	\$32,230	\$ 418,990
	Total		<u>\$92,755,413</u>

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

SUPPLEMENT NO. 5, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of March 1, 1979 (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 O, 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 new standard gauge 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:

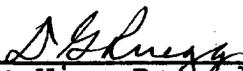
<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
13	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2092 to 2104, both inclusive	\$32,230	\$418,990

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.

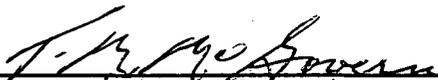
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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 O]

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