



The Atchison, Topeka and Santa Fe Railway Company

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

RECORDATION NO. 6786-^A Filed & Recorded

OCT 16 1986 1-1 0 PM October 10, 1985

INTERSTATE COMMERCE COMMISSION

Date 10/16/86
Fee 10.00
ICC Washington, D. C.

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

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series F, Supplement No. 4,
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. 4, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of November 1, 1972.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 6786.

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 F, 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
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 llbm

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES F

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	100-ton 4,750 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division) builder; numbered 312900-313799, both inclusive	\$17,225	\$17,225,000
6	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350294 to 350299, both inclusive.....	37,650	225,900
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1833 to 1837, both inclusive.....	35,072	175,360
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2018 to 2019, both inclusive . .	\$35,433	70,866
7	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2059 to 2065, both inclusive . .	\$32,230	225,610
	Total		<u>\$17,922,736</u>

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

SUPPLEMENT NO. 4, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of November 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 F, 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>
7	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2059 to 2065, both inclusive	\$32,230	\$225,610

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.

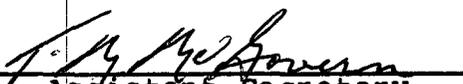
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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

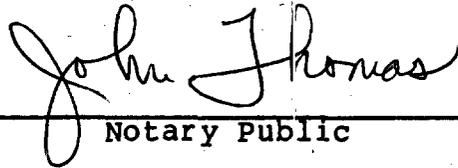
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 7TH day of October, 1986 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 Feb. 3, 1988

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 10th day of October, 1986 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
T. MUZQUIZ

(Notarial Seal)

My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES F

SCHEDULE A

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