



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

5-038A110

February 6, 1985

RECORDATION NO. 8178 FILED 1985

FEB 7 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

No. FEB 07 1985
Date 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 K, Supplement No. 9,
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. 9, dated as of January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of January 1, 1976.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 8178.

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 K, 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.

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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 K3

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
30	77-ton air dump Gondola Cars with roller bearing trucks (Class Ga-193), DIFCO, Inc., builder; numbered 196200 to 196229, both inclusive	\$42,500	\$ 1,275,000
150	65' high side Gondola Cars with roller bearing trucks (Class Ga-192), Santa Fe Rail Equipment Company, builder; numbered 169000 to 169149, both inclusive ...	33,500	5,025,000
100	50'6" high cube Box Cars with lading anchors, cushion underframes and roller bearing trucks (Class Bx-181), Berwick Forge and Fabricating Division of Whittaker Corp., builder; numbered 45885 to 45784, both inclusive	34,100	3,410,000
221	100-ton triple Cross Hopper Cars with roller bearing trucks (Class Ga-189), Santa Fe Rail Equipment Company, builder; numbered 179079 to 179299, both inclusive	37,000	8,177,000
100	68' Flat Cars with roller bearing trucks (Class Ft-88), Thrall Car Manufacturing Co., builder; numbered 90050 to 90054 and 94600 to 94694, both inclusive	41,000	4,100,000
50	50' Flat Cars with covers for coil steel service and roller bearing trucks (Class Ft-89), United States Railway Equipment Co., builder; numbered 91930 to 91979, both inclusive	36,000	1,800,000
400	Cross Hopper Cars with roller bearing trucks (Class Ga-195), Greenville Steel Car Company, builder; numbered 179300 to 179699, both inclusive	25,140	10,056,000
350	65' high side Gondola Cars with roller bearing trucks (Class Ga-196), Greenville Steel Car Company, builder; numbered 169150 to 169499, both inclusive ..	28,000	9,800,000
50	4190 cu. ft. capacity Airlide Covered Hopper Cars with roller bearing trucks (Class Ga-197), General American Transportation Corporation, builder; numbered 310680 to 310629, both inclusive	41,100	2,055,000
200	50'6" Box Cars with belt rails, lading anchors, cushion underframes and roller bearing trucks (Class Bx-190), Berwick Forge and Fabricating, Division of Whittaker Corp., builder; numbered 15634-15640, 15764-15777, 501700-501709, 501710-501718, 501720-501731, 501733-501739, 501740-501744, 501746-501750, 501753, 501754, 501757-501811, 501813-501843, 501846-501881, 501883-501887, 501889-501891, 501899, all inclusive	33,000	6,600,000
150	61' 100-ton Insulated Boxcars with roller bearing trucks, (Class Bx-184), Pacific Car and Foundry Company, builder; numbered 622101, 622104, 622109, 622111, 622113-622116, 622120-622122, 622124-622128, 622130, 622133-622135, 622139, 622141, 622142, 622145, 622147, 622148, 622150, 622151, 622153, 622154, 622156-622159, 622163, 622166, 622168, 622170-622172, 622175-622177, 622181-622184, 622186-622190, 622192, 622193, 622196-622203, 622206-622230, 622232-622249, 625412-625476, all inclusive...	50,500	7,575,000
18	89'4" enclosed Tri-Level Auto Rack Cars (Class Ft-90), Whitehead and Kales Company, builder; numbered 700157 to 700184, both inclusive.....	57,000	1,026,000
6	50-ton Caboose with roller bearing trucks and cushion underframes (Class Ca-8), International Car Company, builder, numbered 999732 to 999737, both inclusive	51,073	306,438
25	26,000 Gallon 100-ton Roller Bearing Tank Cars, Trinity Industries, Inc., builder; numbered 98700 to 98724, both inclusive	55,900	1,397,500
3	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1922 to 1924, both inclusive	35,072	105,216

(Continued)

EQUIPMENT TRUST, SERIES K

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. 2039	\$35,433	\$ <u>35,433</u>
	Total		<u>\$62,743,587</u>

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

8178
FEB 7 1985 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 9, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of January 1, 1976, 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 K, 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. 2039	\$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.

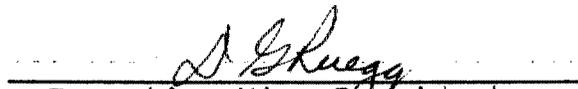
4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

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

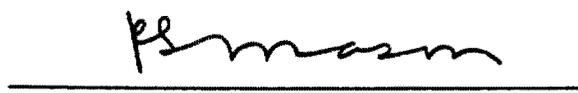

Assistant Secretary

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 4th 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.

Deanne Mezner
Notary Public

(Notarial Seal)

My Commission Expires My Commission Expires July 17, 1988

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th 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.

L. C. Callahan
Notary Public

(Notarial Seal)

My Commission Expires MARCH 8, 1988

EQUIPMENT TRUST, GRADES K3

EXHIBIT 1

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
30	77-ton air dump Gondola Cars with roller bearing trucks (Class Ga-193), DIFCO, Inc., builder; numbered 186200 to 186229, both inclusive	\$42,500	\$ 1,275,000
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100	68' Flat Cars with roller bearing trucks (Class Ft-88), Thrall Car Manufacturing Co., builder; numbered 90050 to 90054 and 94600 to 94694, both inclusive.....	41,000	4,100,000
50	50' Flat Cars with covers for coil steel service and roller bearing trucks (Class Ft-89), United States Railway Equipment Co., builder; numbered 91830 to 91979, both inclusive	36,000	1,800,000
400	Cross Hopper Cars with roller bearing trucks (Class Ga-195), Greenville Steel Car Company, builder; numbered 179300 to 179699, both inclusive	26,140	10,056,000
350	65' high side Gondola Cars with roller bearing trucks (Class Ga-196), Greenville Steel Car Company, builder; numbered 169150 to 169499, both inclusive ..	28,000	9,800,000
50	4180 cu. ft. capacity Airlide Covered Hopper Cars with roller bearing trucks (Class Ga-197), General American Transportation Corporation, builder; numbered 310580 to 310629, both inclusive	41,100	2,055,000
200	50'6" Box Cars with belt rails, lading anchors, cushion underframe and roller bearing trucks (Class Bx-190), Berwick Forge and Fabricating, Division of Whittaker Corp., builder; numbered 15634-15640, 15764-15777, 501700-501708, 501710-501718, 501720-501731, 501733-501738, 501740-501744, 501746-501750, 501753, 501754, 501757-501811, 501813-501843, 501846-501881, 501883-501887, 501889-501891, 501899, all inclusive.....	33,000	6,600,000
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