



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 8178-77

October 11, 1988

OCT 13 1988 12 20 PM

INTERSTATE COMMERCE COMMISSION

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

NO 8-287A043

FILED OCT 11 1988

1300

Washington, D.C.

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NOTICE OPERATIONS UNIT
100 OFFICE OF
THE SECRETARY

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

Dear Mr. Bayne:

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 October 1, 1988, 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 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 K, 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.

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[Handwritten signatures and initials on the left margin]

Interstate Commerce Commission
October 11, 1988
Page 2

Enclosed is a check in payment of the Commission's
prescribed recordation fee.

Very truly yours,

65

Gus Svolos
Vice President-Law

IEW/LBM/dt

Enclosures

EQUIPMENT TRUST, SERIES K,
Dated January 1, 1976

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	77-ton Air Dump Gondola Cars with roller bearing trucks (Class Ga-193); DIFCO, Inc., Builder; Nos. 186200 to 186229, 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; Nos. 169000 to 169149, both inclusive	\$33,500	\$5,025,000
100	50'6" High Cube Box Cars with lading anchors, cushion underframe and roller bearing trucks (Class Bx-181); Berwick Forge and Fabricating Division of Whittaker Corp., Builder, Nos. 45685 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; Nos. 179079 to 179299, both inclusive	\$37,000	\$8,177,000
100	68' Flat Cars with roller bearing trucks (Class Ft-88); Thrall Car Manufacturing Company, Builder; Nos. 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 Company, Builder; Nos. 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; Nos. 179300 to 179699, both inclusive	\$25,140	\$10,056,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
350	65' High Side Gondola Cars with roller bearing trucks (Class Ga-196); Greenville Steel Car Company, Builder; Nos. 169150 to 169499, both inclusive	\$28,000	\$9,800,000
50	4180 cu. ft. Airslide Covered Hopper Cars with roller bearing trucks (Class Ga-197); General American Transportation Corporation, Builder; Nos. 310580 to 310629, both inclusive	\$41,100	\$2,055,000
200	50'6" 100-ton 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, Nos. 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
150	61' 100-ton Insulated Box Cars with roller bearing trucks (Class Bx-184); Pacific Car and Foundry Company, Builder; Nos. 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, 625432-625476, all inclusive	\$50,500	\$7,575,000
18	89'4" Enclosed Tri-Level Auto Rack Cars (Class Ft-90); Whitehead + Kales Company, Builder; Nos. 700167 to 700184, both inclusive	\$57,000	\$1,026,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
6	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8); International Car Company, Builder; Nos. 999732 to 999737, both inclusive	\$51,073	\$306,438
25	26,000 Gallon 100-ton Roller Bearing Tank Cars; Trinity Industries, Inc., Builder; Nos. 98700 to 98724, both inclusive	\$55,900	\$1,397,500
3	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1922 to 1924, both inclusive	\$35,072	\$105,216
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder; No. 2039	\$35,433	\$35,433
7	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2066 to 2072, both inclusive	\$32,230	\$225,610
1	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Car; Pittsburgh and Lake Erie Railroad; No. 68111	\$18,000	\$ 18,000
1	Fully Enclosed Tri-Level Auto Rack (TL-13), Thrall Car Manufacturing Company, Builder; No. 2343	\$32,675	\$ 32,675
2	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2384 and 2392	\$24,965	<u>\$49,930</u>
<hr/>			
1,865	Total Units		<u>\$63,069,802</u>

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

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INTELCOMpany
STATE COMMERCE COMMISSION

SUPPLEMENT NO. 13, dated as of October 1, 1988, to Equipment Trust Agreement, dated as of January 1, 1976 (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, 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 Replacement Funds, 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 of its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
2	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2384 and 2392	\$24,965	\$49,930

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be 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 
G. W. Dodd
Senior Vice President-Finance
and Chief Financial Officer

ATTEST:

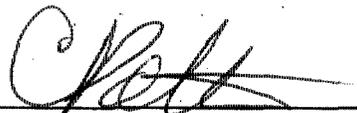

Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

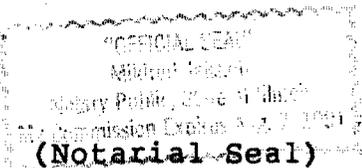
ATTEST:


Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 15th day of October, 1988 before me personally appeared G. W. Dodd, to me personally known, who, being by me duly sworn, says that he is Senior Vice President-Finance and Chief Financial Officer 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.

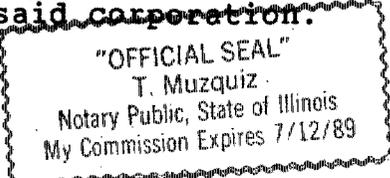


M. J. [Signature]
Notary Public

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of October, 1988 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.



T. Muzquiz
Notary Public

(Notarial Seal)

My Commission Expires

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Dated January 1, 1976

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