



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 6991-E Filed 1425

December 3, 1987 **DEC 8 1987 - 3 25 PM**

INTERSTATE COMMERCE COMMISSION

DEC 8 1987

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 G, Supplement No. 5, dated
November 1, 1987.

Dear Mr. Bayne:

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 November 1, 1987, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of April 1, 1973.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 6991.

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, 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 G, 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.

Counterpart - [Signature]

DEC 8 3 25 PM 1987
ICC OFFICE OF THE SECRETARY
MOTOR OPERATING UNIT

Mr. James H. Bayne
December 3, 1987
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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" followed by "LBM" in a smaller, less distinct script.

Gus Svolos
Vice President-Law

JQG/LBM/mj
Enclosures

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

6991-E

DEC 8 1987 -3 35 PM

SUPPLEMENT NO. 5, dated as of November 1, 1987, to the Interstate Commerce Commission Equipment Trust Agreement, dated as of April 1, 1973 (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 G, 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 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>
25	Fully Enclosed Tri-level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2309 to 2333, both inclusive	\$ 32,675	\$ 816,875

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 William J. Smith
President

ATTEST:

T. J. McDevitt
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By W. J. Mason
Vice President

ATTEST:

C. P. [Signature]
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30 day of November, 1987 before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is 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.

John Thomas

Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988
My Commission Expires

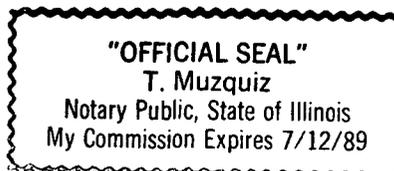
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of November, 1987 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



EQUIPMENT TRUST, SERIES G,
Dated April 1, 1973

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
43	3600 HP, Model SD45-2 Diesel Electric Locomotives; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5662 to 5704, both inclusive	\$384,000	\$16,512,000
10	62' 100-ton Insulated Box Cars with load dividers and end-of-car air bags, and roller bearing trucks (Class Bx-179); PACCAR, Inc., Builder; Nos. 625360 to 625369, both inclusive	\$51,000	\$510,000
7	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1888 to 1894, both inclusive	\$35,072	\$245,504
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; Nos. 5835 to 5840, both inclusive	\$588,500	\$3,531,000
59	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68003 to 68061, both inclusive	\$18,000	\$ 1,062,000
25	Fully Enclosed Tri-Level Auto Racks (TL-13), Thrall Car Manufacturing Company, Builder; Nos. 2309 to 2333, both inclusive	\$32,675	\$ 816,875
150	Total Units		<u>\$22,677,379</u>

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