



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604

RECORDATION NO. 9017-F  
Filed 1988

OCT 13 1988

October 11, 1988

INTERSTATE COMMERCE COMMISSION

8-287A043

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

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series M, Supplement No. 5,  
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. 5, dated as of October 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of September 1, 1977.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 9017.

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 M, 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.

*[Handwritten signatures and initials on the left margin]*

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

Very truly yours,

Gus Svolos  
Vice President-Law

IEW/LBM/dt

Enclosures

EQUIPMENT TRUST, SERIES M  
Dated September 1, 1977

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
48	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbers 8010 to 8057, both inclusive	\$647,550	\$31,082,400
14	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbers 6350 to 6363, both inclusive	517,600	7,246,400
10	3500 HP Diesel-electric Locomotives, Model GP-40-X, General Motors Corporation, (Electro-Motive Division), builder; numbers 3800 to 3809, both inclusive	556,100	5,561,000
14	2300 HP Diesel-electric Locomotives, Model GP-39-2, General Motors Corporation, (Electro-Motive Division), builder; numbers 3669 to 3682, both inclusive	510,150	7,142,100
16	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; numbers 999700 to 999715, both inclusive	49,500	792,000
16	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbers 350311 to 350326, both inclusive	37,650	602,400
10	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, builder numbers 2042 to 2051, both inclusive	35,433	354,330
22	2300 HP Diesel-electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; numbers 3405 to 3426, both inclusive	440,307	9,686,754
1	3600 HP Diesel-electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; number 5849	516,428	516,428
2	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 5850 and 5851	517,572	1,035,144

22	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2359, 2360, 2361, 2366, 2367, 2368, 2370, 2372, 2373, 2374, 2376, 2377, 2380, 2394, 2395, 2396, 2397, 2398, 2401, 2404, 2405, 2406	24,965	<u>549,230</u>
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175 Units

TOTAL

\$64,568,186

0403z

Revised  
10/1/88

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

REGISTRATION NO. 9017-E  
OCT 13 1988 12 20 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5, dated as of October 1, 1988, to Equipment Trust Agreement, dated as of September 1, 1977 (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 M, is created.

WHEREAS, in accordance with Section 5.7 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 5.9 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 5.2 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>
22	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2359, 2360, 2361, 2366, 2367, 2368, 2370, 2372, 2373, 2374, 2376, 2377, 2380, 2394, 2395, 2396, 2397, 2398, 2401, 2404, 2405, 2406	\$24,965	\$549,230

2. In accordance with Sections 5.1, 5.2 and 5.9 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*  
G. W. Dodd  
Senior Vice President-Finance  
and Chief Financial Officer

ATTEST:

*[Signature]*  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By *[Signature]*  
Vice President

ATTEST:

*[Signature]*  
Assistant Secretary

(CORPORATE SEAL)



EQUIPMENT TRUST, SERIES M  
Dated September 1, 1977

## SCHEDULE A

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