



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604

REGISTRATION NO. 7050-F Filed 1987

JUL 7 1987 - 3 45 PM

July 1, 1987

INTERSTATE COMMERCE COMMISSION

No. 7-188A024

Date JUL 7 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 H, Supplement No. 6, dated June 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. 6, dated as of June 1, 1987, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of May 1, 1973.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 7050.

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 H, 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.

*Counterparts - Mr. Bayne*

100 OFFICE OF THE SECRETARY  
JUL 7 3 37 PM '87  
NOTICE OF FILING UNIT

Mr. James H. Bayne  
July 1, 1987  
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

*Gus Svolos / LBM*

Gus Svolos  
Vice President-Law

JQG/LBM/dmc  
Enclosures

EQUIPMENT TRUST, SERIES H,  
Dated May 1, 1973

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	4600 cu. ft. capacity Trough Hatch Covered Hopper Cars with roller bearing trucks; ACF Industries, Incorporated, Builder; Nos. 313800 to 314799, both inclusive	\$18,200	\$18,200,000
5	4180 cu. ft. capacity Covered Hopper Cars with roller bearing trucks (Class Ga-194); General American Transportation Corporation, Builder; Nos. 310575 to 310579, both inclusive	\$38,000	\$190,000
4	100-ton Triple Cross Hopper Cars with roller bearing trucks; (Class Ga-189); Santa Fe Rail Equipment Company, Builder; Nos. 179075 to 179078, both inclusive	\$37,000	\$148,000
11	89'4" 70-ton Flat Cars for Trailer or Container Service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295264 to 296274, both inclusive	\$36,500	\$401,500
8	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1895 to 1902, both inclusive	\$35,072	\$280,576
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder; No. 2020	\$35,433	\$35,433
5	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2124 to 2128, both inclusive	\$32,443	\$162,215

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68062 to 68068, both inclusive	\$18,000	\$ <u>126,000</u>
<hr/>			
1,041	Total Units		<u>\$19,543,724</u>

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/8/87

Mr. Gus Svolos-Vice President-Law  
The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, Illinois 60604.

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/7/87 at 3:55 PM, and assigned re-  
recording number(s).

6786-E, 6991-D, 7050-F, 7560-K, 7744-J, 8178-K

9276-G and 10224-F Sincerely yours,

*Norita L. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

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

1050-F  
Filed 142a  
JUL 7 1987 - 3 45 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6, dated as of June 1, 1987, to the Equipment Trust Agreement, dated as of May 1, 1975 (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 H, 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	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68062 to 68068, both inclusive	\$18,000	\$126,000

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 W. J. Searcy  
President

ATTEST:

F. H. McConner  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By [Signature]  
Vice President

ATTEST:

[Signature]  
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 24 day of June, 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.

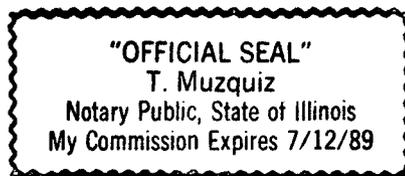
*John Thomas*  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My Commission Expires Feb. 3, 1988  
My Commission Expires

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 27th day of June, 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.



(Notarial Seal)

My Commission Expires JULY 12, 1989

*T. Muzquiz*  
\_\_\_\_\_  
Notary Public

EQUIPMENT TRUST, SERIES H,  
Dated May 1, 1973

SCHEDULE A

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