



**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

7560-2  
RECORDATION NO. 7560-2 FILED 1425

No: ~~5-038A110~~

Date FEB 07 1985

Fee \$ 10.00

ICC Washington, D.C.

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

FEB 7 1985 6 25 PM

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series I, Supplement No. 8,  
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. 8, dated as of January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of July 1, 1974.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 7560.

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 I, 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.

TO  
FEB 7 8 25 AM '85  
RECORDATION UNIT

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,

A handwritten signature in cursive script that reads "Gus Svolos / lbm".

Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

## EQUIPMENT TRUST, SERIES I

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
500	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 324300 to 324799, both inclusive . . . . .	\$ 32,300	\$16,150,000
100	50'6" 100-ton hi-cube box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 45900 to 45999, both inclusive . . . . .	31,300	3,130,000
123	20,800 gal. capacity 70-ton tank cars, Richmond Tank Car Company, builder; numbered 98300 to 98324, both inclusive . . . . .	20,000	2,500,000
200	50'6" 100-ton box cars with roller bearing trucks, ACF Industries, Inc., builder; numbered 501500 to 501699, both inclusive . . . . .	26,000	5,200,000
22	50' 100-ton hi-roof box cars with roller bearing trucks, Pullman Incorporated (Pullman-Standard division), builder; numbered 37540 to 37561, both inclusive . . . . .	53,000	1,166,000
35	60' 100-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 625325 to 625359, both inclusive . . . . .	40,800	1,423,000
160	89'4" 55-ton Snapac flat cars with roller bearing trucks, Whitehead and Kales Company, builder; numbered 700000 to 700159, both inclusive . . . . .	52,800	8,448,000
11	Model U-36-C diesel electrical locomotives, General Electric Company, builder; numbered 8763 to 8773, both inclusive . . . . .	406,000	4,466,000
400	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; numbered 90030 to 90033, 90035, 90037, 291513, 291543, 291557, 291631, 291803, 291818, 296178 to 296219, 296221 to 296233, 296235 to 296567, all inclusive . . . . .	30,000	12,000,000
20	4180 cu. ft. capacity "Airslide" Covered Hopper Cars with roller bearing trucks (class Ga-194), General American Transportation Corporation, builder; numbered 310555 to 310574, both inclusive . . . . .	38,000	760,000
5	50-ton Cabooses with roller bearing trucks (Class Ce-8), International Car Company, builder; numbered 999738 to 999942, both inclusive . . . . .	51,073	255,365
11	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350300 to 350310, both inclusive . . . . .	37,650	414,150
8	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1903 to 1910, both inclusive . . . . .	35,072	280,576

## EQUIPMENT TRUST, SERIES I

## SCHEDULE A

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		<u>Per Unit</u>	<u>Total</u>
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder, No. 2021 . . . . .	\$35,433	\$ <u>35,433</u>
	Total . . . . .		<u>\$56,233,524</u>

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

REGISTRATION NO. 7560-1  
FEB 7 1985 -3 25 PM  
FEDERAL COMMERCE COMMISSION

SUPPLEMENT NO. 8, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of July 1, 1974, 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 I, 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. 2021	\$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.

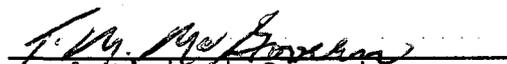
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

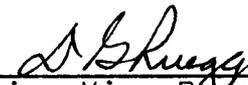
4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

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



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