



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 7560-L FILED 1988

OCT 11 1988
OCT 13 1988 12 20 PM

INTERSTATE COMMERCE COMMISSION
8-287A043
1300
FOR OFFICIAL USE ONLY
100 OFFICE OF THE
SECRETARY

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

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series I, Supplement No. 11,
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. 11, dated as of October 1, 1988, 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 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 I, 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 notes 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,

GS
Gus Svolos
Vice President-Law

IEW/LBM/dt

Enclosures

EQUIPMENT TRUST, SERIES I,
Dated July 1, 1974

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; Nos. 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; Nos. 45900 to 45999, both inclusive	\$31,300	\$3,130,000
125	20,800 gal. capacity 70-ton Tank Cars; Richmond Tank Company, Builder; Nos. 98400 to 98524, both inclusive	\$20,000	\$2,500,000
200	50'6" 100-ton Box Cars with roller bearing trucks; ACF Industries, Builder; Nos. 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; Nos. 37540 to 37561, both inclusive	\$53,000	\$1,166,000
35	60' 100-ton Insulated Box Cars with roller bearing trucks; Pacific Car Foundry Company, Builder; Nos. 625325 to 625359, both inclusive	\$40,800	\$1,428,000
160	89'4" 55-ton Snapac Flat Cars with roller bearing trucks; Whitehead + Kales Company, Builder; Nos. 70000 to 700159, both inclusive	\$52,800	\$8,448,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
11	Model U-36-C Diesel Electric Locomotives; General Electric Company, Builder; Nos. 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; Nos. 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 "Air-slide" Covered Hopper Cars with roller bearing trucks (Class Ga-194); General American Transportation Corporation, Builder; Nos. 310555 to 310574, both inclusive	\$38,000	\$760,000
5	50-ton Cabooses with roller bearing trucks (Class Ce-8); International Car Company, Builder; Nos. 999738 to 999742, both inclusive	\$51,073	\$255,365
11	100-ton Cement Hopper Cars; Greenville Steel Car Company, Builder; Nos. 350300 to 350310, both inclusive	\$37,650	\$414,150
8	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1903 to 1910, both inclusive	\$35,072	\$280,576
1	Enclosed Tri-Level Auto Rack (TL-11), Thrall Car Manufacturing Company, Builder; No. 2021	\$35,433	\$35,433
30	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2129 to 2158, both inclusive	\$32,443	\$973,290

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
50	Enclosed Bi-Level Auto Racks (BL-6), Thrall Car Manufactur- ing Company, Builder; Nos. 2159 to 2208, both inclusive	\$25,416	\$1,270,800
12	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Cars; Pittsburgh and Lake Erie Railroad; Nos. 68069 to 68080, both inclusive	\$18,000	\$ 216,000
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2362, 2364, 2403	\$24,965	<u>\$74,895</u>
<hr/> 1,693	Total Units		<u>\$58,768,509</u>

10/1/88
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Interstate Commerce Commission
Washington, D.C. 20423

10/13/88

OFFICE OF THE SECRETARY

Gus Svolos
The Atchison, Topeka & Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/13/88 at 12:20pm, and assigned recordation number(s).

560-L, 7744-P, 8178-m, 8662-F, 9017-E, 9276-J, 10224-H, 11366-F
13067-G

Sincerely yours,

Narita R. McLee

Secretary

Enclosure(s)

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

REGISTRATION NO. 7560-L
6611
1988.12.20 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 11, dated as of October 1, 1988, to Equipment Trust Agreement, dated as of July 1, 1974 (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, 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>
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2362, 2364, 2403	\$24,965	\$74,895

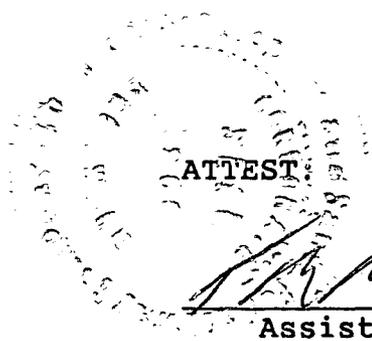
2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects, and upon delivery the Additional Equipment will be leased by the Trustee to the Company.

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*
G. W. Dodd
Senior Vice President-Finance
and Chief Financial Officer



ATTEST:
L. M. Govern
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 12th 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.

"OFFICIAL SEAL"
Mildred Jaksich
Notary Public, State of Illinois
My Commission Expires Aug 7 1989
(Notarial Seal)

Mildred Jaksich
Notary Public

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 26th 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.

"OFFICIAL SEAL"
T. Muzquiz
Notary Public, State of Illinois
My Commission Expires 7/12/89
(Notarial Seal)

T. Muzquiz
Notary Public

(Notarial Seal)
My Commission Expires

EQUIPMENT TRUST, SERIES I,
Dated July 1, 1974

SCHEDULE A

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