



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

RECORDATION NO. 8662 F
FILE 1700

OCT 13 1988 12:20

October 11 1988
INTERSTATE COMMERCE COMMISSION
8-287A043

1300

13 OCT 1988

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

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series L, Supplement No. 6,
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. 6, dated as of October 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of January 1, 1977.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 8662.

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 L, 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.

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 L,
Dated January 1, 1977

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
264	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91); Bethlehem Steel Corporation, Builder; Nos. 295000 to 295263, both inclusive	\$36,500	\$9,636,000
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-182); FMC Corporation, Builder; Nos. 151900 to 152099, both inclusive	\$34,700	\$6,940,000
150	52'6" 70-ton Insulated Box Cars with internal load protecting devices and roller bearing trucks (Class Bx-183); PACCAR, Inc., Builder; Nos. 524850 to 524999, both inclusive	\$47,000	\$7,050,000
16	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8); International Car Company, Builder; Nos. 999716 to 999731, both inclusive	\$51,073	\$817,168
4	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder; Nos. 1925 to 1928, both inclusive	\$35,072	\$140,288
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder; Nos. 2040 to 2041, both inclusive	\$35,433	\$70,866
5	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2073 to 2077, both inclusive	\$32,230	\$ 161,160

1	Fully Enclosed Tri-Level Auto Rack (TL-13), Thrall Car Manufacturing Company, Builder; No. 2344	\$32,675	\$ 32,675
3	Enclosed Bi-Level Auto Rack with End Doors (BL-8), Nos. 2369, 2386 and 2390	<u>\$24,965</u>	<u>\$74,895</u>
<hr/>			
645	Total Units		<u>\$24,923,042</u>

10/1/88
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THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES L

REGISTRATION NO. 8662-P
OCT 13 1988 12 20 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6, dated as of October 1, 1988, to
Equipment Trust Agreement, dated as of January 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 L, is created.

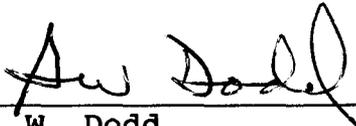
WHEREAS, in accordance with Section 4.7 of the Agreement,
the Company has from time to time deposited various amounts of
cash (the "Replacement Funds") with the Trustee, said amounts
representing the Fair Value (as such term is defined in the
Agreement) of the railroad equipment included in said Equipment
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.

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
Senior Vice President-Finance
and Chief Financial Officer

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

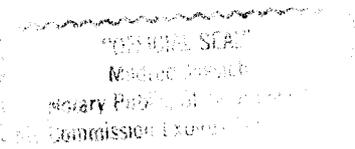
ATTEST:


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.



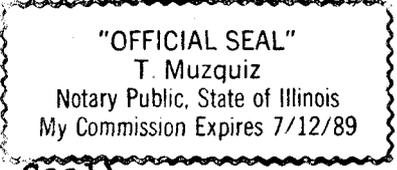
M. J. Zahrad
Notary Public

(Notarial Seal)

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th 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.



T. Muzquiz
Notary Public

(Notarial Seal)

My Commission Expires

EQUIPMENT TRUST, SERIES L,
Dated January 1, 1977

SCHEDULE A

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		<u>Per Unit</u>	<u>Total</u>
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