



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

No. 7-342A021

December 3, 1987

Date DEC 8 1987

Fee \$... 10.00

RECORDATION NO. 11366 - Washington, D. C.
Filed 1987

DEC 8 1987 - 3 35 PM

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

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series P, Supplement No. 5, dated
November 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. 5, dated as of November 1, 1987, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of January 1, 1980.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 11366.

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 P, 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.

Counterpart - Bayne

100 OFFICE OF THE SECRETARY
DEC 8 3 28 PM '87
MOTOR OPERATING UNIT

Mr. James H. Bayne
December 3, 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
Vice President-Law

JQG/LBM/mj
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Gus Svolos
80 East Jackson Blvd.
Chicago, IL 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 12/8/87 at 3:35PM, and assigned re-
recording number (s). 13067-F, 11366-E, 9276-I, 8662-E, 8]78-L, 7744-L & 6991-E

Sincerely yours,

Norita R. McGehee
Secretary

Enclosure(s)

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

DEC 8 1987 - 3 25 PM

SUPPLEMENT NO. 5, dated as of November 1, 1987, to the Equipment Trust Agreement, dated as of January 1, 1987, (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 P, 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>
1	Fully Enclosed Tri-level Auto Rack (TL-13), Thrall Car Manufacturing Company, Builder; No. 2355	\$32,675	\$32,675

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. Gentry
President

ATTEST:

A. M. Bowen
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By P. J. Mason
Vice President

ATTEST:

C. Kelly
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ³⁰ day of November, 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)

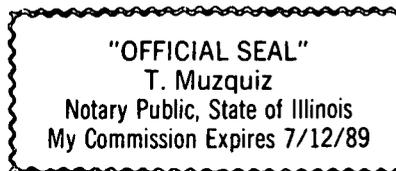
On this ^{30TH} day of November, 1987 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

T. Muzquiz

Notary Public

(Notarial Seal)

My Commission Expires



EQUIPMENT TRUST, SERIES P,
Dated January 1, 1980

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
15	2250 HP Diesel Electric Locomotives, Model B-23-7; General Electric Company, Builder; Nos. 6390 to 6404, both inclusive	\$642,000	\$9,639,000
450	100-ton Triple Cross Hopper Cars, with roller bearing trucks; Greenville Steel Car Company, Builder; Nos. 178550 to 178999, both inclusive	\$42,500	\$19,125,000
4	235-ton Heavy-duty Flat Cars, with roller bearing trucks; Maxson Corporation, Builder; Nos. 90001 to 90004, both inclusive	\$235,000	\$940,000
4	62' Insulated Box Cars, 100-ton capacity, with roller bearing trucks; PACCAR, Inc., Builder; Nos. 625374 to 625377, both inclusive	\$80,000	\$320,000
25	3000 HP Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), Builder; Nos. 5137 to 5161, both inclusive	\$875,000	\$21,875,000
14	3500 HP Diesel Locomotives (Model GP-50), General Motors Corporation (Electro-Motive Division), Builder; Nos. 3810 to 3823, both inclusive	\$765,000	\$10,710,000
68	26,000-gallon Tank Cars, with roller-bearing trucks; (Class TK-S), Trinity Industries, Inc., Builder; Nos. 98600 to 98667, both inclusive	\$45,000	\$3,060,000

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		<u>Per Unit</u>	<u>Total</u>
1	Enclosed Tri-Level Auto Rack (TL-10), Thrall Car Manufacturing Company, Builder; No. 1953	\$35,072	\$35,072
1	Enclosed Tri-Level Auto Rack (TL-12), Thrall Car Manufacturing Company, Builder; No. 2105	\$32,230	\$ 32,230
1	Fully Enclosed Tri-Level Auto Rack (TL-13), Thrall Car Manufacturing Company, Builder No. 2355	\$32,675	<u>\$ 32,675</u>
<hr/> 583	Total Units		<u>\$65,768,977</u>

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