



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/786-6000

RECORDATION NO. 9276-F Filed & Recorded October 10, 1985

OCT 16 1986 1-1 0 PM

INTERSTATE COMMERCE COMMISSION

Date 10/16/86
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 N, Supplement No. 6,
dated October 1, 1986

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. 6, dated as of October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of March 1, 1978.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 9276.

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 N, 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.

Mr. James Bayne
Interstate Commerce Commission
October 10, 1986
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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/lgd

Enclosures

Equipment Trust, Series N

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
25	60' 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearing trucks (Class Bx-137), Berwick Forge & Fabricating division of Whitaker Corp., builder; numbered 37562 to 37565 and 269448 to 269439.....	\$ 55,100	\$ 1,377,500
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-159), FMC Corporation, builder; numbered 152100 to 152299, inclusive	37,500	7,500,000
300	61' 100-ton Insulated Box Cars with load dividers and roller bearing trucks (Class Bx-183), Pacific Car and Foundry Company, a division of PACCAR, Inc., builder; numbered 622250 to 622549; inclusive	52,500	15,750,000
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-200), General American Transportation Corporation, builder; numbered 310630-310654, inclusive	43,100	1,077,500
100	3000 cu. ft. 100-ton Covered Hopper Cars with roller bearing trucks (Class Ga-199), Pullman Incorporated (Pullman-Standard division), builder; numbered 350000-350099, inclusive	29,300	2,930,000
132	100-ton "Rapid Discharge" Hopper Cars (Class Ga-193), Ortner Freight Car Company, builder; numbered 35350 to 35391, inclusive	40,500	5,346,000
100	3420 cu. ft. 100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-201), Greenville Steel Car Company, builder; numbered 179700-179799, inclusive	29,500	2,950,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94), Maxson Corporation, builder; numbered 90006-90007, inclusive	153,000	306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95), Maxson Corporation, builder; numbered 90021-90023, inclusive	143,000	429,000
14	3,000 HP Diesel-electric Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5200 to 5213, both inclusive.....	679,000	9,506,000
6	3,000 HP Diesel-electric Locomotives (Model C-30-7), General Electric Company, builder; numbered 8058 to 8063, both inclusive.....	698,000	4,188,000
30	100-ton Woodchip Gondola Cars, (Class Ga-202), PACCAR, Inc., builder; numbered 165715 to 165744, both inclusive.....	38,400	1,152,000
23	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350327 to 350349, both inclusive.....	37,650	865,950
7	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1929 to 1935, both inclusive.....	35,072	245,504

EQUIPMENT TRUST, SERIES N

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
3	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2052 to 2054, both inclusive	\$35,433	\$ 106,299
14	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2078 to 2091, both inclusive	\$32,230	\$ 451,220
	Total		<u>\$54,180,973</u>

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

RECORDATION NO. 9276-F
OCT 16 1986 1-10 PM
Filed & Recorded
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 6, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of March 1, 1978 (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 N, 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>
14	Enclosed Tri-level Auto Racks (TL-12), Thrall Car Manufacturing Company, Builder; Nos. 2078 to 2091, both inclusive	\$32,230	\$451,220

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.

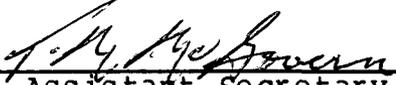
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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 
Executive Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

EXHIBIT I

Equipment Trust, Series N

SCHEDULE A

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