



**The Atchison, Topeka and Santa Fe Railway Company**

80 E. Jackson Blvd.,  
Chicago, Illinois 60604

0-198A022

PLEASE STAMP AND RETURN TO SANTA FE

July 13, 1990

VIA AIRBORNE EXPRESS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 9276-K FILED 1425  
JUL 17 1990 - 9:05 AM  
INTERSTATE COMMERCE COMMISSION  
JUL 17 9 15 AM '90

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series N, Supplement No. 11,  
dated July 2, 1990

Dear Mr. Strickland:

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 July 2, 1990, 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 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 N, 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

Interstate Commerce Commission  
July 13, 1990  
Page 2

information. In addition, please find a pre-addressed, stamped envelope for the convenience of returning the supplements to Santa Fe.

Enclosed please find check No. 10943725, dated July 12, 1990 for the amount of \$15.00 for payment of the Commission's prescribed recordation fee.

Very truly yours,



Jeffrey R. Moreland  
Vice President-Law and  
General Counsel

SEV/TCR/dht

Enclosures

RECORDATION NO. 9276-K  
FILED 1990

JUL 17 1990 -9 25 AM

INTERSTATE COMMERCE COMMISSION

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

SUPPLEMENT NO. 11, dated as of July 2, 1990, to Equipment Trust Agreement, dated as of March 1, 1978 (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 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 Replacement Funds, if any, in acquiring the Additional Equipment.

ORIGINALS FOR  
ICC

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>
1	89'4" Enclosed Bi-Level Auto Rack; Thrall Car Manufacturing, Builder, No. 2581	\$26,330	\$26,330

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

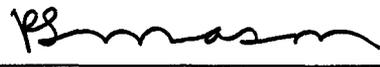
By   
G. W. Dodd  
Senior Vice President-Finance  
and Chief Financial Officer

ATTEST:

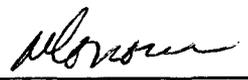
  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By   
Vice President

ATTEST:

  
Assistant Secretary

(CORPORATE SEAL)



EQUIPMENT TRUST, SERIES N,  
Dated March 1, 1978

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
25	60' 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearings trucks (Class Bx-187); Berwick Forge & Fabricating Division of Whitaker Corp., Builder; Nos. 37562 to 37565 and 269448 to 269439, both inclusive	\$55,100	\$1,377,500
196	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-189); FMC Corporation, Builder; Nos. 152100-152106, 152108-152115, 152117-152153, 152155-152218, 152220-152299, all inclusive	\$37,500	\$7,350,000
281	61' 100-ton Insulated Box Cars, with load dividers and roller bearing trucks (Class Bx-188); Pacific Car and Foundry Company, a Division of PACCAR, Inc., Builder; Nos. 622250, 622252-622285, 622287-6222307, 622308-622334, 622336-622362, 622364-622367, 622369-622372, 622374, 622375, 622377-622388, 622390-622416, 622418-622420, 622422-622432, 622434-622437, 622439, 622441-622482, 622484-622492, 622494-622509, 622511, 622512, 622514-622532, 622534-622549, all inclusive	\$52,500	\$14,752,500
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars, with roller bearing trucks (Class Ga-200); General American Transportation Company, Builder; Nos. 310630 to 310654, both inclusive	\$43,100	\$1,077,500

96	3000 cu. ft. 100-ton Covered Hopper Cars, with roller bearing trucks (Class Ga-199); Pullman Incorporated (Pullman-Standard Division), Builder; Nos. 350000-350004, 350006-350092, 350095-350098, all inclusive	\$29,300	\$2,812,800
132	100-ton "Rapid Discharge" Hopper Cars, (Class Ga-198); Ortner Freight Car Company, Builder; Nos. 85850 to 85981, both inclusive	\$40,500	\$5,346,000
96	3420 cu. ft. 100-ton Triple Cross Hopper Cars, with roller bearing trucks (Class Ga-201); Greenville Steel Car Company, Builder; Nos. 179700-179731, 179733, 179734, 179736, 179738-179776, 179778-179799, all inclusive	\$29,500	\$2,832,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94); Maxson Corporation, Builder; Nos. 90006 to 90007, both inclusive	\$153,000	\$306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95); Maxson Corporation, Builder; Nos. 90021 to 90023, both inclusive	\$143,000	\$429,000
13	3000 HP Diesel Electric Locomotives, Model SD-40-2, General Motors Corporation (Electro-Motive Division); Builder; Nos. 5200-5207, 5209-5213, all inclusive	\$679,000	\$8,827,000
6	3000 HP Diesel Electric Locomotives, Model C-30-7; General Electric Company, Builder; Nos. 8058 to 8063, both inclusive	\$698,000	\$4,188,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
30	100-ton Woodchip Gondola Cars, (Class Ga-202); PACCAR, Inc., Builder; Nos. 165715 to 165744, both inclusive	\$38,400	\$1,152,000
23	100-ton Cement Hopper Cars; Greenville Steel Car Company, Builder; Nos. 350327 to 350349, both inclusive	\$37,650	\$865,950
7	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufactur- ing Company, Builder; Nos. 1929 to 1935, both inclusive	\$35,072	\$245,504
3	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufactur- ing Company, Builder; Nos. 2052 to 2054, both inclusive	\$35,433	\$106,299
14	Enclosed Tri-Level Auto Racks (TL-12), Thrall Car Manufactur- ing Company, Builder; Nos. 2078 to 2091, both inclusive	\$32,230	\$451,220
1	52' 6" 100-Ton, Solid Bottom, 4' Side Gondola Car, Pittsburgh and Lake Erie Railroad Company, Builder; No. 68112	\$18,000	\$18,000
9	Fully Enclosed Bi-Level Auto Racks (BL-7), Thrall Car Manufacturing Company, Builder; Nos. 2259-2264, 2266-2268, all inclusive	\$23,834	\$238,340
10	Fully Enclosed Tri-Level Auto Racks (BL-13), Thrall Car Manufacturing Company, Builder: Nos. 2345 to 2354, both inclusive	\$32,675	\$326,750
3	Enclosed Bi-Level Auto Racks with End Doors (BL-8) Nos. 2378, 2379, 2381	\$24,965	\$74,895

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	89' 4" Enclosed Bi-Level Auto Rack, Thrall Car Manufacturing Co., Builder; No. 2581	\$26,330	<u>\$26,330</u>
<hr/>			
976	Total Units		<u>\$52,803,588</u>

Revised

6/28/90