



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

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

RECORDATION NO. 8839

FEB 7 1985 3 25 PM

February 1, 1985

5-038A059

No. FEB 07 1985

Date

Fee \$ 10.00

ICC Washington, D.C.

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8839

FEB 7 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

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

Re: Amendment Agreement to Conditional Sale Agreement and Lease of Railroad Equipment, dated April 1, 1977, Among The Atchison, Topeka and Santa Fe Railway Company (as successor to The Toledo, Peoria & Western Railroad Company), New England Merchants Leasing Corporation B-3 and Commercial National Bank of Peoria

Dear Mr. Secretary:

Enclosed herewith please find two copies each of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

- (1) Two executed counterparts of Amendment Agreement, dated as of May 1, 1984, to Conditional Sale Agreement, dated April 15, 1977, among Commercial National Bank of Peoria, as Assignee of General Motors Corporation (Electro-Motive Division) (the "Assignee-Vendor"), New England Merchants Leasing Corporation B-3 (the "Vendee-Lessor") and The Atchison, Topeka and Santa Fe Railway Company, as successor to The Toledo, Peoria & Western Railroad Company (the "Lessee").
- (2) Two executed counterparts of Amendment Agreement, dated as of May 1, 1984, to the Lease of Railroad Equipment, dated as of April 15, 1977 (the "Lease"), between The Atchison, Topeka and Santa Fe Railway Company, as successor to The Toledo, Peoria & Western Railroad Company (the "Lessee"), and New England Merchants Leasing Corporation B-3 (the "Lessor").

That Conditional Sale Agreement and Lease of Railroad Equipment to which the above-described Amendments are connected, are recorded under Recordation No. 8839.

The equipment covered by the Conditional Sale Agreement and Lease of Railroad Equipment, dated April 15, 1977, is described on Exhibit 1.

RECEIVED  
FEB 15 1985  
ICC

Mr. James H. Bayne  
February 1, 1985  
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For the convenience of the parties, I have enclosed three (3) additional counterparts of each amendment, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in the payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos  
Vice President-Law

JQG/LBM/lgd

Enclosures

AMENDMENT AGREEMENT  
TO LEASE OF RAILROAD EQUIPMENT FEB 7 1984 - 0 1 PM  
4 GP-38-2 LOCOMOTIVES

INTERSTATE COMMERCE COMMISSION

Amendment Agreement, dated as of May 1, 1984, to the Lease of Railroad Equipment, dated as of April 15, 1977 (the "Lease") between The Atchison, Topeka and Santa Fe Railway Company, as successor to the Toledo, Peoria & Western Railroad Company, (the "Lessee"), and New England Merchants Leasing Corporation B-3, (the "Lessor").

## WITNESSETH

WHEREAS, Lessee wishes to change the identifying numbers of the Units of Equipment leased by Lessor to Lessee under the Lease;

WHEREAS, Section 5 of the Lease permits the Lessee to change such identifying numbers by filing a statement of new numbers with the Lessor and Commercial National Bank of Peoria, the Vendor referenced in the Lease, and recording the same in all public offices where the Lease, the CSA and related Assignment Documents, all dated the same date as the Lease, have been previously recorded; and

WHEREAS, the Lease, the CSA and the related Assignment Documents have been recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11301.

NOW THEREFORE, the Lessor and the Lessee, for good and valuable considerations, hereby agree as follows:

1. In accordance with Section 5 of the Lease, the Lessee hereby states that the identifying numbers assigned to the Units of Equipment included under the Lease shall be changed as set forth on the Statement of New Identifying Numbers, dated as of May 1, 1984, attached hereto and made a part hereof (the "Statement").

2. The Lessor hereby acknowledges its receipt of the Statement and, based upon the Vendor's acknowledgment hereon, also the Vendor's receipt of that Statement.

3. The Lessee shall cause this Amendment Agreement together with the Statement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 [formerly Section 20(c) of the Interstate Commerce Act].

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Amendment Agreement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By *T. M. McGovern*  
Title:

By *D. B. Rugg*  
Title:

ATTEST:

NEW ENGLAND MERCHANTS LEASING  
CORPORATION B-3

By *Robert B. Collins*  
Title: *Assistant Secretary*

By *David A. Meehan*  
Title: *Vice President*

The undersigned by its duly authorized officer hereby acknowledges receipt of the Statement of New Identifying Numbers, dated as of May 1, 1984, attached to the above Amendment Agreement and a part thereof.

ATTEST:

COMMERCIAL NATIONAL BANK OF PEORIA

By *Geo. N. Ragias*  
Title: *Vice Pres.*

By *John E. Wierman*  
Title: *Vice President*



May 1, 1984

LEASE OF RAILROAD EQUIPMENT  
DATED APRIL 15, 1977

STATEMENT OF NEW IDENTIFYING NUMBERS

<u>Number of Units</u>	<u>Description</u>	<u>Original TP&amp;W Numbers</u>	<u>New ATSF Numbers</u>
4	General Motors Corporation (Electro-Motive Division) Model GP-38-2 2,000 HP Diesel Electric Locomotives	2001 2002 2003 2004	3561 3562 3563 3564