



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. 14513-A
Filed 11/25

JAN 11 1985 4 05 PM January 10, 1985

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
INTERSTATE COMMERCE COMMISSION
011A022

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series S, Supplement No. 1,
dated January 1, 1985

Dear Secretary:

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. 1, dated as of January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of December 1, 1984.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14513.

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:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The Manufacturers:

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16501

General Motors Corporation
(Electro-Motive Division)
9590 West 55th Street
La Grange, Illinois 60525

Handwritten signature: James H. Bayne

Handwritten notes and stamps:
165...
11/25

Vertical stamp:
RECORDED
JAN 11 1985

EQUIPMENT TRUST, SERIES S

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
14	2250 HP Diesel Electric Locomotives, General Electric Company Model B23-7; General Electric Company, Builder; Nos. 6405 to 6418, both inclusive	\$857,000	\$11,998,000
1	3900 HP Diesel Electric Locomotive, General Electric Company Model B39-8; General Electric Company, Builder; No. 7401	857,000	857,000
15	3600 HP Diesel Electric Locomotives, General Motors Corporation (Electro-Motive Division) Model GP-50; General Motors Corporation (Electro- Motive Division), Builder; Nos. 3840 to 3854, both inclusive	1,075,071	<u>16,126,065</u>
30	TOTAL		<u>\$28,981,065</u>

Interstate Commerce Commission
Washington, D.C. 20423

1/16/85

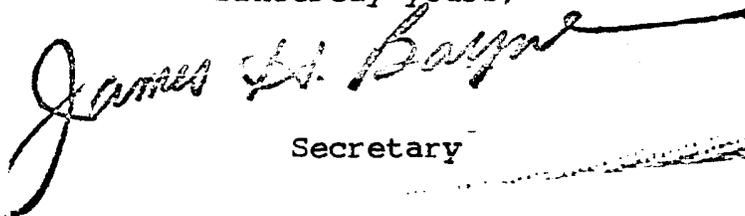
OFFICE OF THE SECRETARY

Gus Svolos
Vice President -Law
The Atchison, Topoka & Santa Fe Railway Co.
80 East Jackson Blvd.
Chicago, Illinois 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 1/11/85 at 4:05pm and assigned re-
recording number(s). 14513-A

Sincerely yours,


Secretary

Enclosure(s)

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

RECORDATION NO. 14513-A
FILED 1485

JAN 11 1985 -4 45 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated as of January 1, 1985, to Equipment Trust Agreement, dated as of December 1, 1984 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), and Harris Trust and Savings Bank, as Trustee (the "Trustee"), by which The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series S, is created.

1. In accordance with Section 5.6 of the Agreement, the Company hereby states that the description of certain railroad equipment included in said Equipment Trust has been changed, as set forth on the Statement of New Description, dated January 1, 1985, attached hereto as Exhibit 1.

2. 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 2.

3. The Trustee hereby acknowledges receipt of said Statement and Schedule.

4. The Company shall cause this Supplement together with said Statement and Schedule to be filed and recorded with the Interstate Commerce Commission in the manner provided by Section 7.4 of the Agreement.

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.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

A. M. Govern
Assistant Secretary

By *J. G. Rugg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. P. Little
Assistant Secretary

By *R. E. Mason*
Vice President

STATEMENT OF NEW DESCRIPTION

EQUIPMENT TRUST, SERIES S

<u>Number of Units</u>	<u>Original Description (Horsepower)</u>	<u>New Description (Horsepower)</u>	<u>Unit Numbers</u>
15	3500 HP Diesel Electric Locomotives, General Motors Corporation (Electro-Motive Division) Model GP-50; General Motors Corporation (Electro- Motive Division), Builder	3600 HP Diesel Electric Locomotives, General Motors Corporation (Electro-Motive Division) Model GP-50 General Motors Corporation (Electro- Motive Division), Builder	3840 to 3854

EQUIPMENT TRUST, SERIES S

SCHEDULE A

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