



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

July 17, 1985

5-200A034

RECORDATION NO. 13125-C Filed & Recorded No.

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

JUL 19 1985 2-55 PM

Date JUL 19 1985

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 1, Supplement No. 3,
dated May 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. 3, dated as of May 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of June 1, 1981.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 13125.

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

ICC OFFICE OF THE SECRETARY
JUL 19 12 40 PM '85
MOTOR OPERATING UNIT

The equipment covered by Equipment Trust Agreement, Series 1, 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.

(Handwritten initials and signatures)

Interstate Commerce Commission
July 17, 1985
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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
Vice President-Law

JQG/LBM/lgd

Enclosures

[Equipment Trust, Series 1]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Locomotive Electric Power Units, original (EMD) model ("Slug"); ATSF, Remanufacturer; Nos. 101 102, 103, 115 and 126	\$ 91,609.97	\$ 458,049.83
57	1500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-7; ATSF, Remanufacturer; Nos. 2009 to 2027, 2220 to 2243, and 1316 to 1329, all inclusive	203,006.17	11,571,351.70
8	2000 HP Diesel Electric Locomotives, original GMC (EMD) model GP-20; ATSF, Remanufacturer; Nos. 3012, 3026, 3027, 3032, 3041, 3049, 3054 and 3059	240,672.94	1,925,383.54
7	2250 HP Diesel Electric Locomotives, original GMC (EMD) model GP-30; ATSF, Remanufacturer; Nos. 2700, 2717, 2718, 2724, 2733, 2759 and 2784	275,730.57	1,930,114.01
13	2500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-35; ATSF, Remanufacturer; Nos 2844, 2848, 2874, 2878, 2879, 2898, 2900, 2923, 2932, 2938, 2954, 2955 and 2958	264,269.35	3,435,501.51
15	3000 HP Diesel Electric Locomotives, original GMC (EMD) model SD-40; ATSF, Remanufacturer; Nos 5000 to 5002, 5005 to 5010, 5012 to 5016, and 5019, all inclusive	326,609.70	4,899,145.57
4	3600 HP Diesel Electric Locomotives (16 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5430 to 5433, both inclusive	543,152.81	2,172,611.22

(revised 7/10/82)

<u>Quantity</u>	<u>Type</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
12	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5304 to 5315, both inclusive	\$363,820.90	\$ 4,365,850.79
4	2500 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2806, 2816, 2840 and 2940	301,320.84	1,205,283.36
6	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5319 to 5324, both inclusive	362,992.47	2,177,954.84
1	3600 HP Diesel Electric Locomotive SDF-45 (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanu- facturer; No. 5963	398,241.00	398,241.00
1	Locomotive Electric Power Unit, original EMD model ("Slug"); ATSF, Remanufacturer; No. 104	88,478.61	88,478.61
1	2000 HP Diesel Electric Locomotive, original GMC (EMD) Model GP-38; ATSF, Remanufacturer; No. 2301	443,870.00	<u>443,870.00</u>
134	TOTAL		<u>\$35,071,835.98</u>

(revised 7/10/85)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES 1

RECORDATION NO. 13125C
JUL 19 1985 2-55 PM
Filed & Recorded
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of May 1, 1985, to the Equipment Trust Agreement, dated as of June 1, 1981 (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 1, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee;

WHEREAS, Sections 4.1 and 5.2 of the Agreement provide for the acquisition of such additional equipment upon the terms therein set forth; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 5.2 of the Agreement, the Company shall cause the following remanufactured standard gauge diesel electric locomotive (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	2000 HP Diesel Electric Locomotive, original GMC (EMD) Model GP-38; ATSF, Remanufacturer; No. 2301	\$443,870	<u>\$443,870</u>
1	TOTAL ADDITIONAL EQUIPMENT		<u>\$443,870</u>

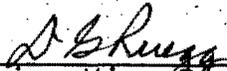
2. In accordance with Sections 4.1 and 5.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

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

4. In accordance with Sections 5.6 and 7.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

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.

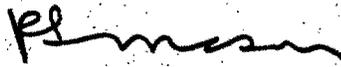
THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
Executive Vice President

ATTEST:


Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By 
Vice President

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 16TH day of July, 1985, before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice 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
My Commission Expires Feb. 3, 1988

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 17th day of July, 1985, 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.

L. C. Callahan
Notary Public

(Notarial Seal)

My Commission Expires MARCH 8, 1988

[Equipment Trust, Series 1]

SCHEDULE A

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