



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

October 21, 1987

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

REGISTRATION NO. 13125-A Filed 142b

OCT 26 1987-2 20 PM

INTERSTATE COMMERCE COMMISSION

OCT 26 1 51 PM '87
100 OFFICE OF THE SECRETARY

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 1, Supplement No. 4,
dated October 1, 1987

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. 4, dated as of October 1, 1987, 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 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 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.

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7-299A080
No.
Date OCT 26 1987
Fee \$ 10.00
ICC Washington, D.C.

Countersigned
James H. Bayne

Interstate Commerce Commission
October 21, 1987
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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,

A handwritten signature in cursive script that reads "Gus Svolos".

Gus Svolos
Vice President-Law

JQG/LBM/mj

Enclosures

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[Equipment Trust, Series 1]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Remanufacturing Cost 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
7	2000 HP Diesel Electric Locomotives, original GMC (EMD) model GP-20; ATSF, Remanufacturer; Nos. 3012, 3026, 3027, 3032, 3041, 3049, and 3054	240,672.94	1,684,710.60
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 10/01/87)

	Type	Remanufacturing Cost Per Unit	Total
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>
133	TOTAL		<u>\$34,831,163.04</u>

(revised 10/01/87)

REGISTRATION NO. 13125-D
FILE 1430

OCT 26 1987 - 2 00 PM

INTERSTATE COMMERCE COMMISSION

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

SUPPLEMENT NO. 4, dated as of October 1, 1987, to Equipment Trust Agreement, dated as of June 1, 1981 (the "Agreement"), between the Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 1, was created.

WHEREAS, the Company desires to cause the equipment described below and specified in the Agreement, to be released by the Trustee.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby agree as follows:

1. The Trustee hereby releases all of its right, title and interest in and to the following described item of the Trust Equipment (the "Released Equipment") which has been delivered to the Trustee:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	2000 HP Diesel Electric Locomotive original GMC (EMD) Model GP-20; ATSF Remanufacturer; No. 3059.....	\$240,673	\$240,673

2. The Released Equipment is hereby excluded from the Trust Equipment, and shall not be subject to any of the terms and conditions of the Agreement, and the Trustee hereby assigns to the Company all its right, title and interest in the Released Equipment.

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

4. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, reflecting the released equipment.

[Equipment Trust, Series 1]

SCHEDULE A

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