



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

5-038A110

February 6, 1985

RECORDATION NO. 6786 Filed 1425

No.

Date FEB 07 1985

Fee \$ 10.00

ICC Washington, D.C.

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

FEB 7 1985 -3 25 PM

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series F, Supplement No. 3,
dated January 1, 1985

Dear Mr. Secretary:

Enclosed herewith please find an original and one (1) 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 January 1, 1985, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of November 1, 1972.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 6786.

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, Illinois 60604

The Trustee, as Trustee and Lessor:

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

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

TOP SECRET
FEB 7 9 23 AM '85
MOTOR VEHICLE UNIT

Mr. James Bayne
Interstate Commerce Commission
February 6, 1985
Page Two

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

Very truly yours,

Gus Svolos (lbn)

Gus Svolos
Vice President-Law

DQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES F

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	100-ton 4,750 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, Pullman Incorporated (Pull- man-Standard division) build- er; numbered 312800-313799, both inclusive	\$17,225	\$17,225,000
6	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbered 350294 to 350299, both inclusive.....	37,650	225,900
5	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1883 to 1887, both inclusive.....	35,072	175,360
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2018 to 2019, both inclusive . .	\$35,433	70,866
	Total		<u>\$17,697,126</u>

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

REGISTRATION NO. 6786-C
FEB 7 1985 3 25 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of January 1, 1985, to the Equipment Trust Agreement, dated as of November 1, 1972, as amended (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 F, is created.

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

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

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

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (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 Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
2	Enclosed Tri-level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2018 to 2019, both inclusive	\$35,433	\$70,866

2. In accordance with Sections 3.1 and 4.2 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 Section 6.4 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.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY


Assistant Secretary

By 
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee


Assistant Secretary

By 
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of February 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.

Deanne McGuire
Notary Public

(Notarial Seal)

My Commission Expires ~~My Commission Expires July 17, 1988~~

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of February 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 F

SCHEDULE A

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