



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604
312/786-6000

RECORDATION NO. 6991-C Filed & Recorded

OCT 16 1986 1-10 PM October 10, 1985

INTERSTATE COMMERCE COMMISSION No. 6-289A045

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

Date OCT 16 1986
Fee \$ 10.00

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series G, Supplement No. 3,
dated October 1, 1986

OCT 16 1 04 PM '86
MOTOR OPERATING UNIT
TOO OFFICE OF THE SECRETARY

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 October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Agreement, dated as of April 1, 1973.

That Equipment Trust is the primary document to which this Supplement is connected and is recorded under Recordation No. 6991.

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 G, 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.

Mr. James Bayne
Interstate Commerce Commission
October 10, 1986
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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 Svolo 11/6m

Gus Svolo
Vice President-Law

JQG/LBM/lgd

Enclosures

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

NOV 16 1986 1-10 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of April 1, 1973 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series G, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

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

1. In accordance with Section 3.1 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; Nos. 5835 to 5840, both inclusive	\$588,500	\$3,531,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the 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. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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 *D. B. Rugg*
Executive Vice President

ATTEST:

T. M. McGovern
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *pe*
Vice President

ATTEST:

J. B. Burtol
Assistant Secretary

(CORPORATE SEAL)

EQUIPMENT TRUST, SERIES G

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
43	3600 H.P., Model SD45-2 diesel-electric locomotives, General Motors Corporation (Electro-Motive division) builder; numbered 5662 to 5704	\$384,000	\$16,512,000
10	62' 100-ton Insulated Box Cars with load dividers and end-of-car air bags, and roller bearing trucks (Class Bx-179), PACCAR, Inc., builder; numbered 625360 to 625369, both inclusive.....	51,000	510,000
7	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1888 to 1894....	35,072	245,504
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2, ATSF Remanufacturer; Nos. 5835 to 5840, both inclusive.....	588,500	\$ 3,531,000
	Total.....		<u>\$20,798,504</u>

EQUIPMENT TRUST, SERIES G

SCHEDULE A

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Total.....			<u>\$20,798,504</u>