



The Atchison, Topeka and Santa Fe Railway Company

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

RECORDATION NO. 14230 Filed & Recorded

October 8, 1986 **OCT 9 1986 12-30 PM**

INTERSTATE COMMERCE COMMISSION
No. 6-282A055
Date OCT 9 1986
Fee \$ 10.00
ICC Washington, D.C.
OPERATING UNIT
9 12 22 PM '86

VIA FEDERAL EXPRESS

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

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

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 October 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of November 1, 1983.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14220.

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 equipment covered by Equipment Trust Agreement, Series 3, 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.

Conroy

Interstate Commerce Commission
October 8, 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 Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1	Locomotive Electric Power Unit ("Slug"), Original GMC (EMD) Model GP-9; ATSF, Remanufacturer; No. 105	\$109,233.00	\$ 109,233
28	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2702, 2707, 2709, 2711, 2714, 2715, 2719, 2720, 2722, 2726, 2729, 2735, 2737, 2738, 2739, 2740, 2751, 2755, 2756, 2765, 2769, 2771, 2772, 2775, 2778, 2779, 2781 and 2782	\$348,224.11	\$ 9,750,275
2	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2897 and 2934	\$303,726.50	\$ 607,453
30	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2807, 2819, 2830, 2831, 2834, 2836, 2838, 2841, 2843, 2849, 2852, 2854, 2856, 2857, 2862, 2873, 2875, 2876, 2880, 2888, 2890, 2892, 2906, 2913, 2916, 2920, 2928, 2935, 2943 and 2944 . .	\$340,123.27	\$10,203,698
2	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF, Remanufacturer; Nos. 3512 and 3532	\$291,677.50	\$ 583,355
2	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5343 and 5347	\$347,157.50	\$ 694,315

(Revised 10/86)

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
31	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5348 to 5376, both inclusive, Nos. 5501 and 5502	\$409,793.39	\$12,703,595
29	3600 HP Diesel Electric Locomotives SDF-45 (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5966, 5977, 5986, 5989, 5950, 5951, 5952, 5954, 5957, 5958, 5960, 5961, 5962, 5964, 5967, 5968, 5969, 5971, 5973, 5974, 5978, 5979, 5980, 5982, 5983, 5984, 5985, 5987 and 5988	\$444,322.69	\$12,885,358
3	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9537, 9538 and 9539	\$523,178.00*	\$ 1,569,534*
4	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9540, 9541, 9560 and 9561	\$535,353.00*	\$ 2,141,412*
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7209, 7210, 7211, 7212, 7213 and 5834	\$604,000.00*	<u>\$ 3,624,000*</u>
138	Total		<u>\$54,872,228</u>

*Estimated Remanufacturing Cost
(Revised 10/86)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES 3

OCT 9 1986 12-30 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of October 1, 1986, to the Equipment Trust Agreement, dated as of November 1, 1983 (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 3, is created.

1. In accordance with Section 5.6 of the Agreement, the Company hereby states that a certain identifying number assigned to the railroad equipment included in said Equipment Trust has been changed, as set forth on the Statement of Identifying Numbers, dated October 1, 1986, 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.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

ATTEST:

By

D. B. Rugg
Executive Vice President

[Signature]
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

ATTEST:

By

[Signature]
Vice President

[Signature]
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 7TH day of October, 1986, 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.



Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 7TH day of October, 1986, 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.



Notary Public
J. MUZQUIZ

(Notarial Seal)

My Commission Expires JULY 12, 1989

October 1, 1986

STATEMENT OF IDENTIFYING NUMBERS

EQUIPMENT TRUST, SERIES 3
Dated November 1, 1983

<u>Number of Units</u>	<u>Description</u>	<u>Old Identifying Number</u>	<u>New Identifying Number</u>
1	3600 HP Diesel Electric Locomotive, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer	7234	5834
<hr/>			
1 Unit			

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

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