



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

6-120A01

April 28, 1986

No. APR 30 1986

14418-C
Filed 1425

Date
Fee \$ 10.00

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

APR 30 1986 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 4, Supplement No. 3,
dated April 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 April 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of June 1, 1984.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14418.

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 4, 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. Moore
C. D. [Signature]

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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 /lbm".

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES 4

SCHEDULE A

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
19	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2701, 2703, 2708, 2712, 2725, 2728, 2741, 2742, 2744, 2746, 2750, 2757, 2760, 2762, 2763, 2767, 2774, 2777 and 2785	\$326,843.74	\$ 6,210,031.22
79	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2801, 2802, 2804, 2808, 2809, 2810, 2812, 2813, 2814, 2815, 2818, 2822, 2824, 2826, 2827, 2828, 2829, 2832, 2847, 2855, 2858, 2860, 2861, 2864, 2866, 2868, 2870, 2877, 2881, 2882, 2883, 2884, 2885, 2886, 2887, 2889, 2891, 2893, 2894, 2901, 2902, 2903, 2904, 2905, 2907, 2908, 2909, 2910, 2912, 2914, 2915, 2917, 2918, 2919, 2921, 2922, 2924, 2925, 2927, 2929, 2930, 2931, 2933, 2936, 2937, 2939, 2941, 2945, 2947, 2948, 2949, 2951, 2952, 2956, 2957, 2960, 2961, 2962 and 2963	\$391,417.91	\$30,922,015.34
34	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF, Remanufacturer; Nos. 2300, 2303, 2304, 2305, 2306, 2308, 2310, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2324, 2325, 2328, 2330, 2331, 2333, 2334, 2337, 2342, 2344, 2346, 2347, 2348, 2350, 2351, 2354, 2356, 2357, 2359 and 2360	\$313,607.88	\$10,662,668.06
1	3000 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP-40; ATSF, Remanufacturer; No. 2964	\$530,379.40	\$ 530,379.40

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
4	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5377 to 5380, both inclusive	\$420,487.09	\$ 1,681,948.37
11	3000 HP Diesel Electric Locomotives, Original GMC (EMD) Model SDP-40F2; ATSF, Remanufacturer; Nos. 5250 to 5260 both inclusive	\$478,649.51	\$ 5,265,144.67
9	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9542, 9552, 9553, 9554, 9555, 9556, 9557, 9558 and 9559	\$535,353*	\$ 4,818,177.00*
15	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7214, 7215, 7216, 7217, 7218, 7224, 7225, 7226, 7227, 7228, 7229, 7230, 7231, 7232 and 7233 . .	\$604,000*	\$ 9,060,000.00*
2	2300 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; (numbers to be furnished by Supplement to the Agreement)	\$439,925*	\$ 879,850.00*
174	Total		<u>\$70,030,214.06</u>

*Estimated Remanufacturing Cost

(Revised 4/86)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES 4

14418c
Filed 1-25
1986 -11 22 AM
FEDERAL RESERVE BANK
FEDERAL COMMERCIAL BANK
FEDERAL SAVINGS BANK
FEDERAL TRUST COMPANY

SUPPLEMENT NO. 3, dated as of April 1, 1986, to the Equipment Trust Agreement, dated as of June 1, 1984 (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 4, is created.

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

WHEREAS, Sections 4.1, 4.4(a) and 5.2 of the Agreement provide for the acquisition of such additional equipment upon the terms therein set forth; and

WHEREAS, Locomotive Unit Nos. 2803 and 2926 were destroyed in accordance with Section 5.10.

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

1. The Trustee hereby agrees that the fair value amount of said Locomotives were deposited with the Trustee by the Company and hereby further agrees that said Locomotives are released from the Agreement.

2. In accordance with Section 5.2 of the Agreement, the Company shall cause the following items of remanufactured standard gauge diesel electric locomotives (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>
9	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9542, 9552, 9553, 9554, 9555, 9556, 9557, 9558 and 9559	\$535,353	\$ 4,818,177
15	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7214, 7215, 7216, 7217, 7218, 7224, 7225, 7226, 7227, 7228, 7229, 7230, 7231, 7232 and 7233 . .	\$604,000	\$ 9,060,000

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
2	2300 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; (numbers to be furnished by Supplement to the Agreement)	\$439,925	\$ 879,850
26	TOTAL ADDITIONAL EQUIPMENT		<u>\$14,758,027</u>

3. In accordance with Sections 4.1, 4.4(a) 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.

4. 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.

5. 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.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

[Signature]
Assistant Secretary

By *[Signature]*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

[Signature]
Assistant Secretary

By *[Signature]*
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21ST day of April, 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.

John Thomas

Notary Public

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

My Commission Expires

On this 35th day of April, 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.

T. Muzquiz

Notary Public

T. MUZQUIZ

(Notarial Seal)

My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES 4

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