



**The Atchison, Topeka and Santa Fe Railway Company**

A Santa Fe Industries Company

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

RECORDATION NO. 14418-A Filed 1425

October 19, 1984

OCT 22 1984 - 2 10 PM

No. 4-296A043  
OCT 22 1984

Date .....

Fee \$ 10.00 .....

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

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series 4, Supplement No. 1,  
dated October 1, 1984

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. 1, dated as of October 1, 1984, 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, as Trustee and Lessor:

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.

ICC OFFICE OF  
THE SECRETARY  
OCT 22 1 59 PM '84  
MOTOR EQUIPMENT UNIT

*[Handwritten signatures and initials on the left margin]*

Interstate Commerce Commission  
Page 2

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

Interstate Commerce Commission  
Washington, D.C. 20423

10/22/84

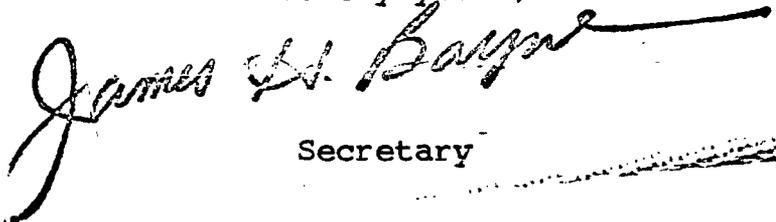
OFFICE OF THE SECRETARY

Gus Svobos  
Vice President-Law }  
The Atchison, Topeka & Santa Fe RYW. Co.  
80 East Jackson Blvd.  
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/22/84 at 2:10pm and assigned re-  
recording number(s). 14418-A

Sincerely yours,

  
Secretary

Enclosure(s)

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

RECORDATION NO. 14418-A  
FILED 1448

OCT 22 1984 2 10 PM

SUPPLEMENT NO. 1, dated as of October 1, 1984, 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 substitute certain items of railroad equipment in lieu of the equipment originally described in the Agreement;

WHEREAS, Section 5.2 of the Agreement provides for such additions and substitutions;

WHEREAS, in accordance with Section 5.6 of the Agreement, the Company wishes to change the identifying number assigned to certain units of railroad equipment included in said Agreement;

WHEREAS, this Company hereby releases certain equipment from the Trust Equipment, and shall no longer be subject to any of the terms and conditions of the Agreement;

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

1. 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, title and interest in the Additional Equipment to be acquired:

ADDITIONAL EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
4	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF Remanufacturer; Nos. 2813, 2884, 2948, and 2961 . . . . .	\$406,200	\$ 1,624,800

11	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF Remanufacturer; Nos. 2310, 2316, 2317, 2319, 2320, 2328, 2331, 2342, 2347, 2351 and 2360 . . . . .	\$374,520	\$ 4,119,720
11	3000 HP Diesel Electric Locomotives, Original GMC (EMD) Model SDP-40F2; ATSF Remanufacturer; Nos. 5250 to 5260, both inclusive . . . . .	\$474,440	<u>\$ 5,218,840</u>
	Total Additional Equipment		<u>\$10,963,360</u>

2. In accordance with Sections 4.1 and 5.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby released by the Trustee to the Company.

3. The Trustee hereby releases all of its right, title and interest in and to the following described items of the Trust Equipment (the "Released Equipment") which has not been delivered to the Trustee or to the Company as Agent for the Trustee:

RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
15	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD-45; ATSF Remanufacturer; Nos. 5381 to 5395, both inclusive . . . . .	\$510,650	\$ 7,659,750
5	Diesel Electric Locomotives (non-described by HP, model and number)	\$688,465	<u>\$ 3,442,325</u>
	Total Released Equipment		<u>\$11,102,075</u>

4. 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.

5. The Company hereby states that the identifying number assigned to the following units of equipment has been changed:

CHANGE OF IDENTIFYING NUMBERS

<u>Number of Units</u>	<u>Description</u>	<u>First Remanufactured Numbers</u>	<u>Revised Remanufactured Numbers</u>
1	2500 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP-35; ATSF Remanufacturer; . .	2964	2962
1	3000 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP-40; ATSF Remanufacturer; . .	2961	2964

6. The Agreement is hereby amended by substituting a new Schedule A for the present Schedule A, reflecting the changes to the Agreement by virtue of this Supplement, and further reflecting a correction to the description of certain equipment.

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

*T. M. Mc Govern*  
Assistant Secretary

By

*S. G. Ruess*  
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

*C. Potts*  
Assistant Secretary

By

*P. Maas*  
Vice President

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK    )

On this 19th day of October, 1984 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

My Commission Expires Feb. 3, 1988

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 19<sup>th</sup> day of October, 1984 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.



(Notarial Seal)

L. C. Callahan  
Notary Public

My Commission Expires MARCH 8, 1988

EQUIPMENT TRUST, SERIES 4

SCCHEDULE A

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Estimated 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 . . . . .	\$406,200	\$ 7,717,800
81	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF Remanufacturer; Nos. 2801, 2802, 2803, 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, 2926, 2927, 2929, 2930, 2931, 2933, 2936, 2937, 2939, 2941, 2945, 2947, 2948, 2949, 2951, 2951, 2952, 2956, 2957, 2960, 2961, 2962, and 2963 . .	\$406,200	\$32,902,200
19	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF Remanufacturer; Nos. 2300, 2305, 2310, 2316, 2317, 2319, 2320, 2324, 2325, 2328, 2330, 2331, 2342, 2344, 2347, 2348, 2351, 2354 and 2360 . . . . .	\$374,520	\$ 7,115,880

1	3000 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP-40; ATSF Remanufacturer; No. 2964 . . . . .	\$406,200	\$ 406,200
4	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD-45; ATSF Remanufacturer; Nos. 5377 to 5380, both inclusive . . . . .	\$510,650	\$ 2,042,600
11	3000 HP Diesel Electric Locomotives, Original GMC (EMD) Model SDP-40F2; ATSF Remanufacturer; Nos. 5250 to 5260 both inclusive . . . . .	474,440	\$ 5,218,840
15	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF Remanufacturer; Nos. (to be supplied) .	\$973,098	<u>\$14,596,480</u>
<hr/>			
150 Units	Total . . . . .		<u>\$70,000,000</u>