



The Atchison, Topeka and Santa Fe Railway Company

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

6c 258A011

Date SEP 15 1986

Fee \$ 10.00

ICC Washington, D.C.

September 12, 1986

RECORDATION NO. 14418 Filed & Recorded

SEP 15 1986 11-00 AM '86

INTERSTATE COMMERCE COMMISSION

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

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 4, Supplement No. 4,
dated September 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. 4, dated as of September 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.

TOP OFFICE OF THE SECRETARY
SEP 15 10 52 AM '86
MOTOR VEHICLE UNIT

Interstate Commerce Commission
September 11, 1986
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

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. 5814, 5815, 5816, 5817, 5818, 5824, 5825, 5826, 5827, 5828, 5829, 5830, 5831, 5832 and 5833 . .	\$588,500**	\$ 8,827,500.00**
2	2300 HP Diesel Electric Locomotive, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; Nos. 3400 and 3401	\$533,500**	<u>\$ 1,067,000.00**</u>
174	Total		<u>\$69,984,864.06</u>

*Estimated Remanufacturing Cost

**Estimated Remanufacturing Cost (Revised 9/86)

(Revised 9/86)

Interstate Commerce Commission

Washington, D.C. 20423

9/15/86

OFFICE OF THE SECRETARY

Gus Svolos
Vice President-Law
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 9/15/86 at 11:00am, and assigned re-
recording number(s). 14418-D

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

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

RECORDATION NO. 14418-19
Filed & Recorded
SEP 15 1985 11-00 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 4, dated as of September 1, 1986, to the Equipment Trust Agreement, dated as of June 1, 1984 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), and Harris Trust and Savings Bank, as Trustee (the "Trustee"), by which The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 4, is created.

1. In accordance with Section 5.6 of the Agreement, the Company hereby states that certain non-numbered railroad equipment in said Equipment Trust have now been assigned identifying numbers and certain identifying numbers assigned to the railroad equipment included in said Equipment Trust have been changed, as set forth on the Statement of Identifying Numbers, dated September 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. G. Ruesz*
Executive Vice President

T. M. McGovern
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

ATTEST:

By *PS masm*
Vice President

J. Bartel
Assistant Secretary

September 1, 1986

STATEMENT OF IDENTIFYING NUMBERS

EQUIPMENT TRUST, SERIES 4
Dated June 1, 1984

<u>Number of Units</u>	<u>Description</u>	<u>Old Identifying Numbers</u>	<u>New Identifying Numbers</u>
2	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF Remanufacturer	Unassigned	3400, 3401
15	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF Remanufacturer	7214, 7215, 7216, 7217, 7218, 7224, 7225, 7226, 7227, 7228, 7229, 7230, 7231, 7232, 7233	5814, 5815, 5816, 5817, 5818, 5824, 5825, 5826, 5827, 5828, 5829, 5830, 5831, 5832, 5833
<hr/>			
17 Units			

EQUIPMENT TRUST, SERIES 4

SCHEDULE A

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(Revised 9/86)

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174	Total		<u>\$69,984,864.06</u>

*Estimated Remanufacturing Cost

**Estimated Remanufacturing Cost (Revised 9/86)

(Revised 9/86)