



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

A Santa Fe Industries Company

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

February 11, 1985

10.00

14418-13  
RECORDATION NO. FILED 1985

5-043A096

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

FEB 12 1985 12 40 PM

INTERSTATE COMMERCE COMMISSION

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series 4, Supplement No. 2,  
dated February 1, 1985

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. 2, dated as of February 1, 1985, 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 Manufacturers:

General Motors Corporation  
(Electro-Motive Division)  
9590 West 55th Street  
La Grange, Illinois 60525

General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531

*Handwritten signature/initials on the left margin.*

*Vertical stamp or handwritten notes on the right margin.*

Interstate Commerce Commission  
February 11, 1985  
Page 2

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.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolo  
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES 4SCHEDULE 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, 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. 2303, 2304, 2306, 2308, 2314, 2315, 2318, 2333, 2334, 2337, 2346, 2350, 2356, 2357 and 2359 . . . . .	\$374,520	<u>\$ 5,617,800</u>
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150 Units	Total . . . . .		<u>\$61,021,300</u>

Interstate Commerce Commission  
Washington, D.C. 20423

2/13/85

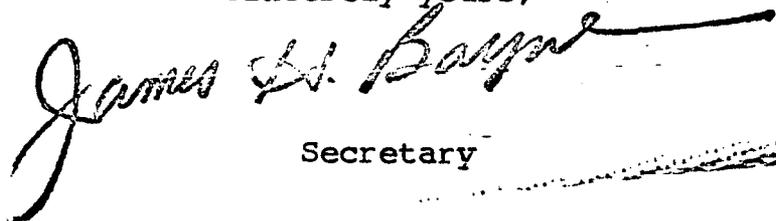
OFFICE OF THE SECRETARY

Gus Svolos  
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 2/12/85 at 12:40pm and assigned re-  
recording number (s) . 14418-B

Sincerely yours,

  
Secretary

Enclosure (s)

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

14418-B  
FEB 12 1985  
PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT No. 2, dated as of February 1, 1985, (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 included in said Equipment Trust have now been assigned identifying numbers, as set forth on the Statement of Identifying Numbers, dated February 1, 1985, 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

By *D. G. Rugg*  
Executive Vice President

ATTEST:

*T. M. McGovern*  
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By *P. M. Mason*  
Vice President

ATTEST:

*C. P. Potts*  
Assistant Secretary



February 1, 1985

## STATEMENT OF IDENTIFYING NUMBERS

## EQUIPMENT TRUST, SERIES 4

<u>Number of Units</u>	<u>Description</u>	<u>Identifying Numbers</u>
15	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF Remanufacturer	2303, 2304, 2306, 2308, 2314, 2315, 2318, 2333, 2334, 2337, 2346, 2350, 2356, 2357, 2359

EQUIPMENT TRUST, SERIES 4SCHEDULE A

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
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