



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

4-256A054

No.
Date SEP 12 1984
Fee \$ 10.00

September 10, 1984
RECORDATION NO. 974788 FILED 1455

SEP 12 1984 .7 45 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
SEP 12 1 38 PM '84
MOTOR VEHICLE UNIT

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

Re: Amendment Agreement, dated May 1, 1984, to Lease of Railroad Equipment, dated September 15, 1978

Dear Mr. Secretary:

Enclosed herewith for filing and recording with the Commission in accordance with 49 U.S.C. 11303, are two executed counterparts of Amendment Agreement, dated as of May 1, 1984, to the Lease of Railroad Equipment, dated September 15, 1978, between The Atchison, Topeka and Santa Fe Railway Company, as successor to the Toledo, Peoria & Western Railroad Company (the "Lessee"), and the Exchange National Bank of Chicago, as Trustee for Michigan National Leasing Corporation (the "Lessor").

Conditional Sale Agreement, dated September 15, 1978, is the primary document to which this Amendment is connected and is recorded under Recordation No. 9747.

The names and addresses of the parties to this document are:

The Atchison, Topeka and Santa Fe
Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

Exchange National Bank of Chicago
130 South LaSalle Street
Chicago, Illinois 60609

The equipment covered by the Lease of Railroad Equipment, dated September 15, 1978, is described on Exhibit 1.

For the convenience of the parties, I have enclosed three (3) additional counterparts of the Amendment, which I should like to have returned to me bearing the recordation information.

Mr. James H. Bayne
September 10, 1984
Page 2

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

Very truly yours,



Gus Svolos
Vice President-law

JQG/LBM/lgd

Enclosures

RECORDATION NO. 9747-2
FILED 1425

SEP 12 1984 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT
TO LEASE OF RAILROAD EQUIPMENT
7 GP-38-2 LOCOMOTIVES

Amendment Agreement, dated as of May 1, 1984, to the Lease of Railroad Equipment, dated as of September 15, 1978 (the "Lease") between The Atchison, Topeka and Santa Fe Railway Company, as successor to the Toledo, Peoria & Western Railroad Company, (the "Lessee"), and Exchange National Bank of Chicago, as Trustee for Michigan National Leasing Corporation under a Trust Agreement of the same date, (the "Lessor").

WITNESSETH

WHEREAS, Lessee wishes to change the identifying numbers of the Units of Equipment leased by Lessor to Lessee under the Lease;

WHEREAS, Section 5 of the Lease permits the Lessee to change such identifying numbers by filing a statement of new identifying numbers with the Lessor and Mellon Bank (East) National Association (formerly known as the Girard Bank), the Agent named in the Lease, and recording the same in all public offices where the Lease and related Conditional Sale Agreement, dated as of the same date as the Lease, have been previously recorded; and

WHEREAS, the Lease and the CSA have been recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11301.

NOW THEREFORE, the Lessor and the Lessee, for good and valuable considerations, hereby agree as follows:

1. In accordance with Section 5 of the Lease, the Lessee hereby states that the identifying numbers assigned to the Units of Equipment included under the Lease shall be changed as set forth on the Statement of New Identifying Numbers, dated as of May 1, 1984, attached hereto and made a part hereof (the "Statement").

2. The Lessor hereby acknowledges its receipt of the Statement and, based upon the Agent's acknowledgment hereon, also the Agent's receipt of the Statement.

3. The Lessee shall cause this Amendment Agreement together with the Statement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 [formerly Section 20(c) of the Interstate Commerce Act].

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Amendment Agreement 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

BY *T. M. McGovern*
Title:

BY *D. B. Rugg*
Title:

ATTEST:

EXCHANGE NATIONAL BANK OF CHICAGO,
as Trustee

BY *George W. Holland*
Title: ASST. VICE PRES.

BY *Richard D. ...*
Title: First Vice President.

The undersigned by its duly authorized officer hereby acknowledges receipt of the Statement of New Identifying Numbers, dated as of May 1, 1984, attached to the above Amendment Agreement and a part thereof.

ATTEST:

MELLON BANK (EAST) NATIONAL
ASSOCIATION, as Agent

By 
Title: **C. HRONYCH**
ASSISTANT SECRETARY

By 
Title: **CORPORATE TRUST OFFICER**

May 1, 1984

LEASE OF RAILROAD EQUIPMENT
DATED SEPTEMBER 15, 1978

STATEMENT OF NEW IDENTIFYING NUMBERS

<u>Number of Units</u>	<u>Description</u>	<u>Original TP&W Numbers</u>	<u>New ATSF Numbers</u>
7	General Motors Corporation (Electro-Motive Division) Model GP-38-2 2,000 HP Diesel Electric Locomotives	2005 2006 2007 2008 2009 2010 2011	3565 3566 3567 3568 3569 3570 3571