



# The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard  
Chicago, Illinois 60604

May 26, 1988

RECORDATION NO. 9017 FILED 1988

No. 8-152A032

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

MAY 31 1988 - 10 34 AM

INTERSTATE COMMERCE COMMISSION

Date: ..... 1988  
Fee \$..... 13.00

ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series M, Supplement No. 3,  
dated May 1, 1988

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 May 1, 1988, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of September 1, 1977.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 9017.

The name 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 M, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information.

*Handwritten signatures and initials on the left margin, including a large signature that appears to be 'Alan X Moore' and another signature below it.*

Interstate Commerce Commission  
May 26, 1988  
Page 2

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

Very truly yours,

*GS*

Gus Svolos  
Vice President-Law

JQG/IEW/LBM/mj

Enclosures

1330w/p.83-84

EQUIPMENT TRUST, SERIES M  
Dated September 1, 1977

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
48	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbers 8010 to 8057, both inclusive	\$647,550	\$31,082,400
14	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbers 6350 to 6363, both inclusive	517,600	7,246,400
10	3500 HP Diesel-electric Locomotives, Model GP-40-X, General Motors Corporation, (Electro-Motive Division), builder; numbers 3800 to 3809, both inclusive	556,100	5,561,000
14	2300 HP Diesel-electric Locomotives, Model GP-39-2, General Motors Corporation, (Electro-Motive Division), builder; numbers 3669 to 3682, both inclusive	510,150	7,142,100
16	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; numbers 999700 to 999715, both inclusive	49,500	792,000
16	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbers 350311 to 350326, both inclusive	37,650	602,400
10	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, builder numbers 2042 to 2051, both inclusive	35,433	354,330
22	2300 HP Diesel-electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; numbers 3405 to 3426, both inclusive	440,307	9,686,754
1	3600 HP Diesel-electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; number 5849	516,428	<u>516,428</u>
151 Units	TOTAL		<u>\$62,983,812</u>

0399z

Revised  
5/1/88

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY  
EQUIPMENT TRUST, SERIES M

RECORDING NO. 9017 C  
MAY 31 1988 - 10 24 AM  
INTERSTATE  
COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of May 1, 1988, to Equipment Trust Agreement, dated as of September 1, 1977 (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 M, is created.

WHEREAS, the Company desires to obtain the release of certain Trust Equipment under the Agreement which is no longer desirable for use in the Company's railroad operations (the "Released Equipment") and to transfer to the Trustee certain additional railroad equipment ("Additional Equipment") in substitution for the Released Equipment;

WHEREAS, the Company has previously provided the Trustee an Officer's Certificate covering other Trust Equipment which is no longer desirable for use in the Company's railroad operations and made payment therefor, pursuant to Section 5.7 of the Agreement ("the Other Released Equipment");

WHEREAS, the Agreement provides for release of such Trust Equipment and transfer of Additional Equipment;

WHEREAS, the estimated fair market value of the Additional Equipment is approximately \$17,392,600 and exceeds its Cost, and the Fair Value of the Released Equipment does not exceed said Cost, therefore the release and substitution is not adverse to the interests of the Holders; and

WHEREAS, the Company has requested release of the Released Equipment and the Other Released Equipment so that it 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. The release of the Released Equipment and transfer of the Additional Equipment described below is not adverse to the interests of the Holders.
2. In accordance with Sections 4.1 and 5.7 of the Agreement, the following Additional Equipment shall be substituted for the Released Equipment as Trust Equipment under the Agreement.

ADDITIONAL EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
22	2300 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; Nos. 3405 to 3426, both inclusive.	\$ 440,307	\$ 9,686,754
1	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; No. 5849.	516,428	<u>516,428</u>
23	Total Additional Equipment		<u>\$10,203,182</u>

3. In accordance with Sections 4.1, 5.2 and 5.7 of the Agreement, the Company has caused to be delivered to the Trustee concurrently herewith a Bill of Sale, Opinion of Counsel and Officer's Certificate vesting in the Trust under the Agreement title to the Additional Equipment, free of liens, claims or encumbrances excepting only those arising under the Agreement, subject to all the terms and conditions of the Agreement in all respects.

4. Pursuant to Sections 5.7 and 5.9 and upon the transfer to the Trust of the Additional Equipment as aforesaid, the Trustee hereby releases all of its right, title and interest in and to the following Released Equipment and pursuant to Section 4.4, executes and delivers to the Company concurrently herewith a Bill of Sale for the Released Equipment:

RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Fair Value</u>	
		<u>Per Unit</u>	<u>Total</u>
32	3000 HP Diesel Electric Locomotives, Model SD40-2; General Motors Corporation (Electro-Motive Division); Builder; Nos. 5020 to 5023, 5025 to 5027, 5030 to 5033, 5035, and 5038 to 5057	\$ <u>318,478</u>	\$ <u>10,191,287</u>
	Total Released Equipment		\$ <u>10,191,287</u>

5. Pursuant to Sections 5.7 and 5.9, the Trustee hereby releases all of its right, title and interest in and to the Other Released Equipment and pursuant to Section 4.4, executes and delivers to the Company concurrently herewith a Bill of Sale for the Other Released Equipment:

OTHER RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type</u>
5	3000 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD40-2; ATSF, Remanufacturer; Nos. 5024, 5028, 5029, 5034, and 5036

6. 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 1.

7. In accordance with Section 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.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By

  
\_\_\_\_\_  
President

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By

  
\_\_\_\_\_  
Vice President

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 23rd day of May, 1988 before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is 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.



(Notarial Seal)

My Commission Expires

  
\_\_\_\_\_  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 26 day of MAY, 1988 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.

  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 7, 1989

EQUIPMENT TRUST, SERIES M  
Dated September 1, 1977

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
48	3000 HP Diesel-electric Locomotives, Model C-30-7, General Electric Company, builder; numbers 8010 to 8057, both inclusive	\$647,550	\$31,082,400
14	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, builder; numbers 6350 to 6363, both inclusive	517,600	7,246,400
10	3500 HP Diesel-electric Locomotives, Model GP-40-X, General Motors Corporation, (Electro-Motive Division), builder; numbers 3800 to 3809, both inclusive	556,100	5,561,000
14	2300 HP Diesel-electric Locomotives, Model GP-39-2, General Motors Corporation, (Electro-Motive Division), builder; numbers 3669 to 3682, both inclusive	510,150	7,142,100
16	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; numbers 999700 to 999715, both inclusive	49,500	792,000
16	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; numbers 350311 to 350326, both inclusive	37,650	602,400
10	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, builder numbers 2042 to 2051, both inclusive	35,433	354,330
22	2300 HP Diesel-electric Locomotives, Original GMC (EMD) Model GP39-2; ATSF, Remanufacturer; numbers 3405 to 3426, both inclusive	440,307	9,686,754
1	3600 HP Diesel-electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; number 5849	516,428	<u>516,428</u>
151 Units	TOTAL		<u>\$62,983,812</u>

0399z

Revised  
5/1/88