



# The Atchison, Topeka and Santa Fe Railway Company

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

RECORDATION NO. 7050-C Filed 1984

APR 11 1984 - 1 25 PM

INTERSTATE COMMERCE COMMISSION **4-102A024**

April 9, 1984

No.

Date

Fee \$

ICC Washington, D. C.

APR 11 1984

10.00

Mr. Jim Baine  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series H, Supplement No. 3,  
dated March 15, 1984

Dear Acting Secretary:

Enclosed herewith please find an original and one (1) 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 March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of May 1, 1973.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 7050.

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 H, is described on Exhibit 1.

RECORDED  
APR 11 1984  
1 0 50 PM  
FEE \$ 10.00

Interstate Commerce Commission  
Page Two  
April 9, 1984

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 Svolos  
Vice President-Law

JQG/LBM/mj

Enclosures

## EQUIPMENT TRUST, SERIES H

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
1000	4600 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder, numbered 313800 to 314799, both inclusive .....	\$18,200	\$18,200,000
5	4180 cu. ft. capacity covered hopper cars with roller bearing trucks (Class Ga-194), General American Transportation Corporation, builder; numbered 310575 to 310579, both inclusive .....	38,000	190,000
4	100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-189), Santa Fe Rail Equipment Company, builder; numbered 179075 to 179078, both inclusive .....	37,000	148,000
11	89'4" 70-ton Flat Cars for Trailer or Container Service, with roller bearing trucks (Class Ft-91), Bethlehem Steel Corporation, builder; numbered 295264 to 295274, both inclusive .....	36,500	401,500
8	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1895 to 1902, both inclusive .....	35,072	<u>280,576</u>
	TOTAL .....		<u>\$19,220,076</u>

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

RECORDATION NO. 7050-C  
Filed 1425

APR 11 1984 - 1 25 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of May 1, 1973, as amended (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 H, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee; and

WHEREAS, Sections 3.1 and 4.2 of the Agreement provide for acquisitions of such additional equipment upon the terms therein set forth;

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

1. In accordance with Section 4.2 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
8	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1895 to 1902, both inclusive	\$35,072	\$280,576

2. In accordance with Sections 3.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 4.6 and 6.4 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. McGovern*  
Assistant Secretary

By *S. G. Rugg*  
Executive Vice President

ATTEST:

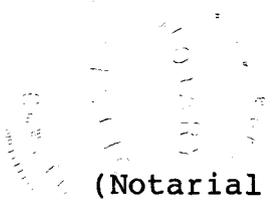
HARRIS TRUST AND SAVINGS BANK,  
as Trustee

*O. Potts*  
Assistant Secretary

By *R. S. Mason*  
Vice President

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK   )

On this 5<sup>th</sup> day of April 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.

  
X. C. Dozy  
Notary Public

(Notarial Seal)

My Commission Expires

My Commission Expires May 19, 1987

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK   )

On this 6<sup>th</sup> day of April 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.

J. Bartol  
Notary Public

(Notarial Seal)

My Commission Expires

DECEMBER 2, 1985

## EQUIPMENT TRUST, SERIES H

## SCHEDULE A

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		<u>Per Unit</u>	<u>Total</u>
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