



The Atchison, Topeka and Santa Fe Railway Company

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

No.

Date APR 11 1984...

4-102A024
April 9, 1984

RECORDATION NO. 8662-B Filed 1425

APR 11 1984 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

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

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series L, Supplement No. 2,
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. 2 dated as of March 15, 1984, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of January 1, 1977.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 8662.

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 L, is described on Exhibit 1.

Interstate Commerce Commission
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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 L
SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
264	89'4" 70-ton Flat Cars for trailer or container service, with roller bearing trucks (Class Ft-91) Bethlehem Steel Corporation, builder; numbered 295000 to 295263, both inclusive	\$36,500	\$ 9,636,000
200	50'6" 100 ton Box Cars with lading anchors and roller bearing trucks (Class Bx-182), FMC Corporation, builder; numbered 151900 to 152099, both inclusive	34,700	6,940,000
150	52'6" 70-ton Insulated Box Cars with internal load protecting devices and roller bearing trucks (Class Bx-183), PACCAR, Inc., builder; numbered 524850 to 524999, both inclusive	47,000	7,050,000
16	50-ton Cabooses with roller bearing trucks and cushion underframe (Class Ce-8), International Car Company, builder; numbered 999716 to 999731, both inclusive.....	51,073	817,168
4	Enclosed Tri-Level Auto Racks (TL-10), Thrall Car Manufacturing Company, builder; numbered 1925 to 1928, both inclusive.....	35,072	<u>140,288</u>
	Total.....		<u>\$24,583,456</u>

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

RECORDATION NO. 8663-B
Filed 1425

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INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of March 15, 1984, to the Equipment Trust Agreement, dated as of January 1, 1977, 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 L, 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>
4	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, Nos. 1925 to 1928, both inclusive	\$35,072	\$140,288

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.

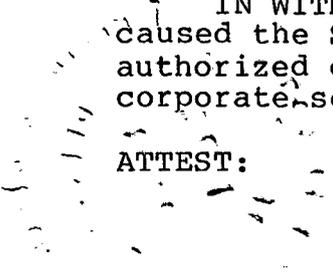
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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:

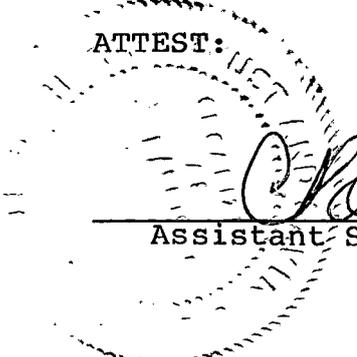
THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY


T. M. McGovern
Assistant Secretary

By *D. G. Ruegg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee


O. Potts
Assistant Secretary

By *R. J. Mason*
Vice President

EQUIPMENT TRUST, SERIES L
SCHEDULE A

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