



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 6, 1985

5-038A110

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

8662 C
RECORDATION NO. FILM 1425

FEB 7 1985 3 21 PM

INTERSTATE COMMERCE COMMISSION

No.
Date FEB 07 1985
Fee \$ 10.00
ICC Washington, D.C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series L, Supplement No. 3,
dated January 1, 1985

Dear Mr. 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 January 1, 1985, 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, Illinois 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

TOP SECRET
FEB 7 3 23 AM '85
MOTOR OPERATOR

The equipment covered by Equipment Trust Agreement, Series L, is described on Exhibit 1.

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.

Mr. James Bayne
Interstate Commerce Commission
February 6, 1985
Page Two

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

Very truly yours,

Gus Svolas / LBM
Gus Svolas
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES L

SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
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	140,288
2	Enclosed Tri-Level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2040 to 2041, both inclusive	35,433	70,866
	Total		<u>\$24,654,322</u>

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES L FEB 7 1985 3 21 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 3, dated as of January 1, 1985, 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>
2	Enclosed Tri-level Auto Racks (TL-11), Thrall Car Manufacturing Company, Builder, Nos. 2040 to 2041, both inclusive	\$35,433	\$70,866

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.

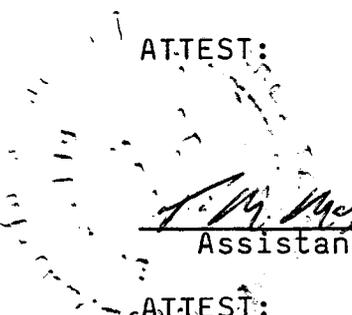
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 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. S. Rugg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. Roll
Assistant Secretary

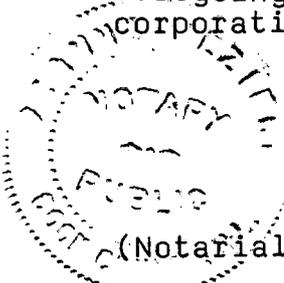
By *PS Mason*
Vice President



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of February 1985 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.

Deanne Mezie
Notary Public



(Notarial Seal)

My Commission Expires July 17, 1988

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 6th day of February 1985 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.

L. C. Callahan
Notary Public



(Notarial Seal)

My Commission Expires MARCH 8, 1988

EQUIPMENT TRUST, SERIES L
SCHEDULE A

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