



The Atchison, Topeka and Santa Fe Railway Company

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

RECORDATION NO. 113661 C 4-102A024
Filed 1428

April 9, 1984

APR 11 1984 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

No. APR 11 1984
Date
Fee \$
ICC Washington, D. C.

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

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series P, 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 January 1, 1980.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 11366.

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

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APR 11 1984
10:30
COMMUNICATIONS SECTION

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 F.

SCHEDULE A

QUANTITY	TYPE	Estimated Cost	
		Per Unit	TOTAL
15	2250 HP Diesel-electric Locomotives, Model B-23-7, General Electric Company, Builder; numbered 6390 to 6404, inclusive-----	\$ 642,000	\$ 9,639,000
450	100-ton Triple Cross Hopper Cars, with roller bearing trucks, Greenville Steel Car Company, builder; numbered 178550 to 178999, inclusive--	42,500	19,125,000
4	235-ton Heavy-duty Flat Cars, with roller bearing trucks, Maxson Corporation, builder; numbered 90001 to 90004 inclusive-----	235,000	940,000
4	62' Insulated Box Cars, 100-ton capacity, with roller bearing trucks, PACCAR, Inc., builder; numbered 625374 to 625377 inclusive--	80,000	320,000
25	3,000 H.P. Diesel Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division) builder; Nos. 5137 to 5161, both inclusive-----	875,000	21,875,000
14	3,500 H.P. Diesel Locomotives (Model GP-50) General Motors Corporation (Electro-Motive Division), builder; Nos. 3810 to 3823, both inclusive-----	765,000	10,710,000
68	26,000-gallon Tank Cars, with roller-bearing trucks (Class TK-S), Trinity Industries, Inc. builder; Nos. 98600 to 98667, both inclusive-----	45,000	3,060,000
1	Enclosed Tri-Level Auto Pack (TL-10), Thrall Car Manufacturing Company, builder; No. 1953	35,072	35,072
	Total-----		<u>\$65,704,072</u>

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

RECORDATION NO. 11366
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 January 1, 1980, 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 P, 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>
1	Enclosed Tri-level Auto Racks (TL-10), Thrall Car Manufacturing Company, Builder, No. 1953	\$35,072	\$35,072

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. McEvoy
Assistant Secretary

By *A. Schweg*
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. Pollock
Assistant Secretary

By *R. Mason*
Vice President

EQUIPMENT TRUST, SERIES F.

SCHEDULE A

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