



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

April 6, 1982

RECORDATION NO. 9276 Filed 1425 Date APR 7 1982 No. 2-0574100

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

APR 7 1982-2 15 PM Fee \$ 10.00
INTERSTATE COMMERCE COMMISSION Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series N, Supplement No. 3, dated
March 1, 1982

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 March 1, 1982, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of March 1, 1978.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 9276.

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 N, is described on Exhibit 1.

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

Handwritten signature on the left margin, possibly reading 'C. ...'

Ms. Agatha L. Mergenovich
Page Two
April 6, 1982

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

A short summary of the document to appear in the index is as follows:

Supplement No. 3, dated as of March 1, 1982, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, Series N, dated as of March 1, 1978, which supplement: changes certain identifying numbers assigned to (21) of the (25) 60' 100-ton "High-Roof" Box Cars with roller bearing trucks (Class Bx-187), Berwick Forge & Fabricating division of Whitaker Corp., builder; original numbers: 37566 to 37586, both inclusive; new numbers: 269448, 269457, 269450, 269451, 269454, 269458, 269455, 269446, 269444, 269456, 269441, 269440, 269438, 269452, 269443, 269453, 269447, 269442, 269449, 269445 and 269439.

Very truly yours,

R.K. Knowlton

R. K. Knowlton
Vice President-Law

JQG/LBM/lmm

Enclosures

Revised in accordance with
 Supplement No. 1, dated as of June 1, 1978,
 Supplement No. 2, dated as of October 1, 1979,
 and Supplement No. 3, dated as of March 1, 1982

EQUIPMENT TRUST, SERIES N

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
25	60' 100-ton "Hi-Roof" Box Cars with double plug doors and roller bearing trucks (Class Bx-187), Berwick Forge & Fabricating division of Whitaker Corp., builder; numbered 37562 to 37565 and 269438 to 269458, inclusive.....	\$55,100	\$1,377,500
200	50'6" 100-ton Box Cars with lading anchors and roller bearing trucks (Class Bx-189), FMC Corporation, builder; numbered 152100 to 152299, inclusive.....	37,500	7,500,000
300	61' 100-ton Insulated Box Cars with load dividers and roller bearing trucks (Class Box-188), Pacific Car and Foundry Company, a division of PACCAR, Inc., builder; numbered 622250 to 622549; inclusive.....	52,500	15,750,000
25	4180 cu. ft. 100-ton "Airslide" Covered Hopper Cars with roller bearing trucks (Class Ga-200), General American Transportation Corporation, builder; numbered 310630 to 310654, inclusive.....	43,100	1,077,500
100	3000 cu. ft. 100-ton Covered Hopper Cars with roller bearing trucks (Class Ga-199), Pullman Incorporated (Pullman-Standard division), builder; numbered 350000 to 350099, inclusive..	29,300.	2,930,000
132	100-ton "Rapid Discharge" Hopper Cars (Class Ga-198), Ortner Freight Car Company, builder; numbered 85850 to 85981, inclusive.....	40,500	5,346,000

EQUIPMENT TRUST, SERIES N

SCHEDULE A

(Continued)

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
100	3420 cu. ft. 100-ton Triple Cross Hopper Cars with roller bearing trucks (Class Ga-201), Greenville Steel Car Company, builder; numbered 179700 to 179799, inclusive.....	29,500	2,950,000
2	190-ton Depressed Center Flat Cars with four roller bearing trucks on span bolsters (Class Ft-94), Maxson Corporation, builder; numbered 90006 to 90007, inclusive.....	153,000	306,000
3	250-ton Flat Cars with four roller bearing trucks on span bolsters (Class Ft-95), Maxson Corporation builder; numbered 90021 to 90023, inclusive.....	143,000	429,000
14	3,000 HP Diesel-electric Locomotives (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; numbered 5200 to 5213, both inclusive.....	679,000	9,506,000
6	3,000 HP Diesel-electric Locomotives (Model C-30-7), General Electric Company, builder; numbered 8058 to 8063, both inclusive.....	698,000	4,188,000
30	7,400 Cu. ft. 100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; numbered 165715 to 165744, both inclusive.....	38,400	1,152,000
23	100-ton Cement Hopper Cars, Greenville Steel Car Company builder; numbered 350100 to 350349, both inclusive.....	37,650	865,950
Total.....			<u>\$53,377,950</u>

Interstate Commerce Commission
Washington, D.C. 20423

4/7/82

OFFICE OF THE SECRETARY

R.K. Knowlton
Vice President-Law
Atchison, Topeka & Santa Fe RY. Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/7/82** at **2:35pm**, and assigned re-
recording number(s). **9276-C**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 9276
Filed 1982

APR 7 1982-2 25 PM

INTERSTATE COMMERCE COMMISSION

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

SUPPLEMENT NO. 3, dated as of March 1, 1982, to Equipment Trust Agreement, dated as of March 1, 1978 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") and Harris Trust and Savings Bank, as Trustee (the "Trustee"), by which The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series N, is created.

1. In accordance with Section 4.6 of the Agreement, the Company hereby states that certain identifying numbers assigned to the railroad equipment included in said Equipment Trust have been changed, as set forth on the Statement of New Identifying Numbers dated March 1, 1982, attached hereto and made a part hereof.
2. The Trustee hereby acknowledges receipt of said Statement.
3. The Company shall cause this Supplement together with said Statement to be filed and recorded with the Interstate Commerce Commission in the manner provided by Section 6.4 of the Agreement.

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 [Signature]
Executive Vice President

ATTEST:

[Signature]
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK
Trustee

By [Signature]
President

ATTEST:

[Signature]
Assistant Secretary

March 1, 1982

EQUIPMENT TRUST, SERIES N

STATEMENT OF NEW IDENTIFYING NUMBERS

<u>Number of Units</u>	<u>Description</u>	<u>Original Numbers</u>	<u>New Numbers</u>
21	60' 100-ton "High- Roof" Box Cars with double plug doors and roller bearing trucks (Class Bx- 187), Berwick Forge & Fabricating division of Whitaker Corp., builder.	37566 37567 37568 37569 37570 37571 37572 37573 37574 37575 37576 37577 37578 37579 37580 37581 37582 37583 37584 37585 37586	269448 269457 269450 269451 269454 269458 269455 269446 269444 269456 269441 269440 269438 269452 269443 269453 269447 269442 269449 269445 269439

