



The Atchison, Topeka and Santa Fe Railway Company

1700 East Golf Road
Schaumburg, Illinois 60173-5860

PLEASE STAMP AND RETURN TO SANTA FE

1-080A042

March 20, 1991

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14220
MAR 21 1991 3 10 PM
INTERSTATE COMMERCE COMMISSION
MOTOR OPERATING UNIT
MAR 21 02 02 PM '91
MAR 21 02 02 PM '91

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 3, Supplement No. 4,
dated March 11, 1991

Dear Mr. Strickland:

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 a secondary document, Supplement No. 4, dated as of March 11, 1991, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement dated as of November 1, 1983.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14220.

The name and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

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 3, is described on Exhibit 1 attached to the Supplement.

Handwritten signatures and initials on the left margin.

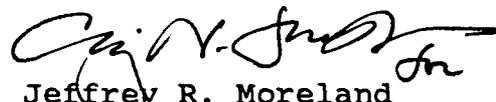
Interstate Commerce Commission
March 19, 1991
Page 2

For the convenience of the parties, I have enclosed three (3) additional counterparts of the supplement, which I would like to have returned to me bearing the recordation information. In addition, please find a pre-addressed, stamped envelope for the convenience of returning the supplements to Santa Fe.

Enclosed please find Check No. 30013571, dated March 20, 1991 for the amount of \$15.00 for payment of the Commission's prescribed recordation fee.

If you have any questions or comments concerning this request, please contact Mr. Craig N. Smetko at 708/995-6819.

Very truly yours,


Jeffrey R. Moreland
Vice President-Law and
General Counsel

JRM/CNS/ddc
Enclosures
cns0012

SUPPLEMENT NO. 4 TO
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY
EQUIPMENT TRUST, SERIES 3

RECORDED BY *W220*
MAR 21 1991 - 3 10 PM
INTERCOMPANY
COMMERCE COMMISSION

This is Supplement No. 4, dated as of March 11, 1991, to Equipment Trust Agreement dated as of November 1, 1983 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporate (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 3, is created.

WHEREAS, in accordance with Section 5.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Casualty Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which has become worn out, unsuitable for use, lost or destroyed (the "Damaged Equipment");

WHEREAS, Section 5.10 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of a request directing the Trustee to apply all or a part thereof to or toward the cost of a unit or units of additional equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in Replacement Funds, if any, in acquiring the Additional Equipment.

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

1. In accordance with Section 5.7 of the Agreement, the Company shall cause the following items of railroad equipment (the "Additional Equipment") to be transferred to the Trustee:

| <u>Description</u> | <u>Unit #</u> | <u>Date Remanufactured</u> | <u>Remanufacturing Cost</u> | <u>Casualty Value 1/31/91</u> |
|---------------------------------------------------------------------------------------------|---------------|----------------------------|-----------------------------|-------------------------------|
| 3600 H.P. Diesel Electric Locomotive, original GMC (EMD) Model SD45-2; ATSF, Remanufacturer | 5836 | 9/86 | \$527,613.21 | \$403,696.39 |
| 3600 H.P. Diesel Electric Locomotive, original GMC (EMD) Model SD45-2; ATSF, Remanufacturer | 5837 | 9/86 | \$526,184.16 | \$402,602.97 |
| TOTAL | | | | <u>\$806,299.36</u> |

2. In accordance with Section 5.10 of the Agreement, the Additional Equipment is hereby included as a part of the Equipment, subject to all terms and conditions of the Agreement in all respects and leased by the Trustee to the Company

3. In accordance with Section 5.10 of the Agreement, the following Damaged Equipment is hereby released from the Agreement:

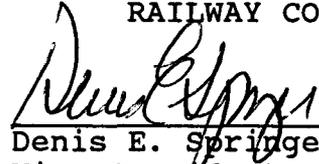
| <u>Description</u> | <u>Quantity</u> | <u>Unit Numbers</u> |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|---------------------|
| 3600 H.P. Diesel Electric Locomotive (20 cylinders), original General Motors Corporation (EMD) Model SD-45; ATSF Remanufacturer | 1 | 5363 |

4. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

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



Denis E. Springer
Vice President, Treasurer and
Chief Financial Officer

ATTEST:



Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *ps masm*
Vice President

ATTEST:

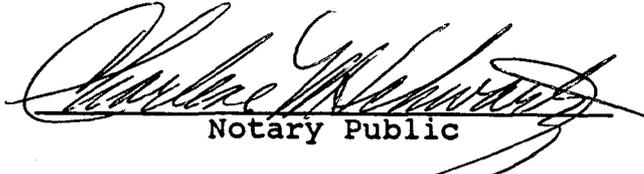
Alonson
Assistant Secretary

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 11th day of March, 1991 before me personally appeared Denis E. Springer, to me personally known, who, being by me duly sworn, says that he is Vice President, Treasurer and Chief Financial Officer 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.

" OFFICIAL SEAL "
CHARLENE M. SCHWARTZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/2/93


Notary Public

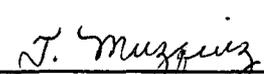
(Notarial Seal)

My Commission Expires

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 13th day of March, 1991 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.

"OFFICIAL SEAL"
T. Muzquiz
Notary Public, State of Illinois
My Commission Expires 7/12/93


Notary Public

(Notarial Seal)

My Commission Expires

EXHIBIT 1

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

| <u>Quantity</u> | <u>Type/Manufacturer</u> | <u>Remanufacturing Cost Per Unit</u> | <u>Total</u> |
|-----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|--------------|
| 1 | Locomotive Electric Power Unit ("Slug"), Original GMC (EMD) Model GP-9; ATSF, Remanufacturer; No. 105 . . . | \$109,233.00 | \$ 109,233 |
| 28 | 2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2702 2707, 2709, 2711, 2714, 2715, 2719, 2720, 2722, 2726, 2729, 2735, 2737, 2738, 2739, 2740, 2751, 2755, 2756, 2765, 2769, 2771, 2772, 2775, 2778, 2779, 2781 and 2782 | \$348,224.11 | \$ 9,750,275 |
| 2 | 2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2897 and 2934 | \$303,726.50 | \$ 607,453 |
| 30 | 2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2807 2819, 2830, 2831, 2834, 2836, 2838, 2841, 2843, 2849, 2852, 2854, 2356, 2857, 2862, 2873, 2875, 2876, 2880, 2888, 2890, 2892, 2906, 2913, 2916, 2920, 2928, 2935, 2943, and 2944 | \$340,123.27 | \$10,203,698 |
| 2 | 200 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF, Remanufacturer; Nos. 3512 and 3532 | \$291,677.50 | \$ 583,355 |

| <u>Quantity</u> | <u>Type/Manufacturer</u> | <u>Remanufacturing Cost</u> | |
|-----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|---------------|
| | | <u>Per Unit</u> | <u>Total</u> |
| 2 | 3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5343 and 5347 | \$347,157.50 | \$ 694,315 |
| 30 | 3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5348 to 5362, both inclusive, and 5364 to 5376, both inclusive, Nos. 5501 and 5502 | \$409,793.39 | \$12,293,802 |
| 29 | 3600 HP Diesel Electric Locomotives SDF-45 (20 cylinders, Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5966, 5977, 5986, 5989, 5950, 5951, 5952, 5954, 5957, 5958, 5960, 5961, 5962, 5964, 5967, 5968, 5969, 5971, 5973, 5974, 5978, 5979, 5980, 5982, 5983, 5984, 5985, 5987 and 5988 | \$444,322.69 | \$12,885,358 |
| 3 | 3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9537, 9538 and 9539 | \$523,178.00* | \$ 1,569,534* |
| 4 | 3600 HP Diesel Electric Locomotives, original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9540, 9541, 9560 and 9561 | \$535,353.00* | \$ 2,141,412* |
| 6 | 3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7209, 7210, 7211, 7212, 7213 and 5834 | \$604,000.00* | \$ 3,624,000* |

| <u>Quantity</u> | <u>Type/Manufacturer</u> | <u>Remanufacturing Cost</u> | |
|-----------------|-------------------------------------------------------------------------------------------------------|-----------------------------|---------------------|
| | | <u>Per Unit</u> | <u>Total</u> |
| 1 | 3600 HP Diesel Electric Locomotive Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; No. 5836 . . | \$ n/a | \$403,696** |
| 1 | 3600 HP Diesel Electric Locomotive Original GMC (EMD) Model SD45-2; ATSF Remanufacturer; No. 5837 . . | \$ n/a | \$402,603** |
| <hr/> 139 | Total | | <u>\$55,268,734</u> |

*Estimated Remanufacturing Cost
**Casualty Value as of 1/31/91

(Revised 3/91)

cns0006