

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES J
JUL 25 1975 - 3 25 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of May 15, 1975, to Equipment Trust Agreement, dated as of December 15, 1974 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company") a Delaware corporation, and Harris Trust and Savings Bank, as Trustee (the "Trustee") an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series J, was created.

WHEREAS, the Company desires to substitute certain items of railroad equipment in lieu of the equipment described and specified in the Agreement, in order to reflect revised delivery schedules for the Trust Equipment (as defined in the Agreement);

WHEREAS, the Company desires to cause certain additional items of railroad equipment to be acquired by the Trustee in order that the total cost of all the Trust Equipment shall be not less than \$75,000,000; and

WHEREAS, Section 3.1 of the Agreement provides for such substitution.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Company and the Trustee hereby agree as follows:

1. The Company shall cause the items of new standard gauge railroad equipment set forth on Schedule A attached hereto (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in and to the contracts for the construction of the Additional Equipment.

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby released by the Trustee to the Company.

3. The Trustee hereby releases all of its right, title and interest in and to the items of the Trust Equipment set forth on Schedule B attached hereto (the "Released Equipment") which has not been delivered to the Trustee or to the Company as Agent for the Trustee.

4. The Released Equipment is hereby excluded from the Trust Equipment and shall not be subject to any of the terms and conditions of the Agreement, and the Trustee hereby relinquishes all its right, title and interest in and to the contracts for the construction of the Released Equipment.

5. The attached Exhibit 1 consists of a revised page 45 to the Agreement, reflecting the changes to the Trust Equipment made by virtue of this Supplement No. 2 and by virtue of Supplement No. 1 to the Agreement which has heretofore been recorded with the Commission and further reflecting corrections to the description and identification of certain groups of the Trust Equipment, and the Agreement is hereby deemed to be amended by substituting the revised page 45 for the original page 45 as filed and recorded on December 17, 1974 under Recordation Number 7744.

6. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the Company and the Trustee have caused this 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 *R. Harper*
Vice President-Finance

ATTEST:

C. F. Bezingue
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By *J. [Signature]*
VICE PRESIDENT

ATTEST: *J. [Signature]*
TRUST OFFICER

SCHEDULE A

ADDITIONAL EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
425	61' 100-ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; numbered 621675 to 622099, inclusive.....	\$38,000	\$16,150,000
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; numbered 179000 to 179074, inclusive.....	\$38,000	<u>2,850,000</u>
TOTAL ADDITIONAL EQUIPMENT:			\$19,000,000

SCHEDULE B

RELEASED EQUIPMENT

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
65	50'6" 100-Ton Box Cars, Pullman, Incorporated, builder; numbered 45835 to 45899, inclusive.....	\$37,500	\$2,437,500

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 23rd day of July, 1975, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance 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.

(Notarial Seal)

E. D. Crawford
Notary Public

My Commission Expires **JANUARY 14, 1977**

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 24th day of July, 1975, before me personally appeared J. L. SPRENG, 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.

(Notarial Seal)

J. M. Moennich
Notary Public

My Commission Expires **SEPTEMBER 2, 1975**

Revised in accordance with
 Supplement No. 1, dated as of January 15, 1975, and
 Supplement No. 2, dated as of May 15, 1975

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SCHEDULE A

Quantity	Type	Estimated Cost	
		Per Unit	Total
200	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; numbered 522600 to 522799, both inclusive	\$ 37,100	\$ 7,420,000
20	U-36-C 3600 HP Diesel Locomotive Units, General Electric Company, builder; numbered 8774 to 8793, both inclusive	\$415,900	\$ 8,318,000
23	GP-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; numbered 3617 to 3626 inclusive (10 units) and 3656 to 3668, inclusive (13 units)	\$355,200	\$ 8,169,600
100	89'4" Flatcars for Piggyback Service, Bethlehem Steel Corporation, builder; numbered 291900 to 291999, both inclusive	\$ 29,000	\$ 2,900,000
50	50'6" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 45785 to 45834, both inclusive	\$ 37,500	\$ 1,875,000
500	61' 100-Ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; numbered 621600 to 622099, both inclusive	\$ 41,000	\$20,500,000
600	4,750 Cu. Ft. 100-Ton Covered Hopper Cars, Pullman Incorporated, builder; numbered 315200 to 315799, both inclusive	\$ 28,000	\$16,800,000
100	70'10" 100-Ton Hopper Cars, Greenville Steel Car Company, builder; numbered 165000 to 165099, both inclusive	\$ 34,000	\$ 3,400,000
84	60'9" 100-Ton Box Cars, Pullman Incorporated, builder; numbered 611616 to 611699, both inclusive	\$ 33,100	\$ 2,780,400
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; numbered 179000 to 179074, both inclusive .	\$ 38,000	\$ 2,850,000
	Total		<u>\$75,013,000</u>