



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

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

September 10, 1981

RECORDATION NO. 13125-A

SEP 11 1981 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

NO. 1-254A057
SEP 11 1981
Date
Fee \$ 10.00
ICC Washington, D.C.

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

Re: The Atchison, Topeka and Santa Fe Railway Company
Equipment Trust, Series 1, Supplement No. 1, dated
September 1, 1981

Dear Ms. Mergenovich:

Enclosed herewith for filing and recording with the Commission in accordance with 49 U.S.C. 11303 is Supplement No. 1, dated as of September 1, 1981, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee ("Trustee").

The Supplement constitutes an amendment to an Equipment Trust Agreement ("Trust Agreement"), dated as of June 1, 1981, between Santa Fe and the Trustee, whereby the Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 1, was created. The Trust Agreement was filed and recorded on May 29, 1981, and was assigned Recordation No. 13125.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

- (8) 2500 HP Diesel Electric Locomotives original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 3344, 3374, 3378, 3379, 3400, 3438, 3455 and 3398
- (5) 2250 HP Diesel Electric Locomotives original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 3218, 3224, 3233, 3259 and 3284

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In addition, the Supplement constitutes a Statement of New Identifying Numbers, as set forth on the attached Exhibit 2, required by the Trust Agreement whenever the numbers assigned to any of the equipment included in the Equipment Trust are changed.

Handwritten signature/initials on the left margin.

Ms. Agatha L. Mergenovich
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For the convenience of the parties, seven additional counterparts are also enclosed, which I should like to have returned bearing the recordation information.

The names and addresses of the parties to the Supplement and the Remanufacturer from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

The Trustee:

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

The Remanufacturer:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

A check in the amount of \$10 is also enclosed in payment of the required recordation fee.

Very truly yours,



Gus Svolos
General Counsel

JQG/LBM/lmm

Enclosures

RECORDATION NO. 13/25-A
SEP 11 1981-2 15 PM
INTEREST COMPANY
COMMERCE COMMISSION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY
EQUIPMENT TRUST, SERIES 1

SUPPLEMENT NO. 1, dated as of September 1, 1981, to the Equipment Trust Agreement, dated as of June 1, 1981 (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 1, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee;

WHEREAS, Sections 4.1 and 5.2 of the Agreement provide for the acquisition of such additional equipment upon the terms therein set forth; and

WHEREAS, in accordance with Section 5.6 of the Agreement, the Company wishes to change the identifying numbers assigned to certain of the railroad equipment included in said Equipment Trust;

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

1. In accordance with Section 5.2 of the Agreement, the Company shall cause the following items of remanufactured standard gauge diesel electric locomotives (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>Estimated Remanufacturing Cost</u>	
<u>Quantity</u>	<u>Type</u>	<u>Per Unit</u>	<u>Total</u>
5	2250 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 3218, 3224, 3233, 3259 and 3284	\$298,200	\$1,491,000
8	2500 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 3344, 3374, 3378, 3379, 3400, 3438, 3455 and 3398	<u>\$298,200</u>	<u>\$2,385,600</u>
TOTAL ADDITIONAL EQUIPMENT			<u>\$3,876,600</u>

2. In accordance with Sections 4.1 and 5.2 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 Company hereby makes the following Statement of New Identifying Numbers for the equipment described below:

<u>Number of Units</u>	<u>Description</u>	<u>Revised Remanufactured Numbers</u>	<u>First Remanufactured Numbers</u>
10	1500 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-7; ATSF, Remanufacturer	2243 1321 1322 1323 1324 1325 1326 1327 1328 1329	2028 2029 2030 2031 2032 2033 2034 2035 2036 2037

4. 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 and locomotive number changes to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

5. In accordance with Sections 5.6 and 7.4 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

J. R. Hayes
Assistant Secretary

By

W. F. Swank
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. Pottle
Assistant Secretary

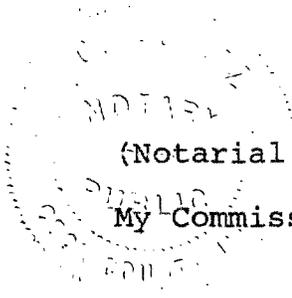
By *P. M. Mason*
Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this *10th* day of September, 1981, before me personally appeared W. J. Swartz, 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.

E. D. Grodz

Notary Public



(Notarial Seal)

My Commission Expires January 14, 1985

[Equipment Trust, Series 1]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Locomotive Electric Power Units original (EMD) model, ("Slug"); ATSF, Remanufacturer; Nos. 101, 102, 103, 115, 126	\$178,600	\$893,000
57	1500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-7; ATSF, Remanufacturer; Nos. 2009 to 2027, 2220 to 2243, and 1316 to 1329, all inclusive	\$249,600	\$14,227,200
8	2000 HP Diesel Electric Locomotives, original GMC (EMD) model GP-20; ATSF, Remanufacturer; Nos. 3012, 3026, 3027, 3032, 3041, 3049, 3054 and 3059	\$265,900	\$2,127,200
7	2250 HP Diesel Electric Locomotives, original GMC (EMD) model GP-30; ATSF, Remanufacturer; Nos. 3200, 3217, 3218, 3224, 3233, 3259 and 3284	\$298,200	\$2,087,400
13	2500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-35; ATSF, Remanufacturer; Nos. 3344, 3348, 3374, 3378, 3379, 3398, 3400, 3423, 3432, 3438, 3454, 3455 and 3458	\$298,200	\$3,876,600
15	3000 HP Diesel Electric Locomotives, original GMC (EMD) model SD-40; ATSF, Remanufacturer; Nos. 5000 to 5002, 5005 to 5010, 5012 to 5016, and 5019, all inclusive	\$352,000	\$5,280,000

4	3600 HP Diesel Electric Locomotives (16 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5430 to 5433, both inclusive	\$608,750	\$2,435,000
12	3600 HP Diesel Electirc Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5304 to 5315, both inclusive	<u>\$361,700</u>	<u>\$4,340,000</u>
	TOTAL		<u><u>\$35,266,400</u></u>