



**The Atchison, Topeka and Santa Fe Railway Company**

A Santa Fe Industries Company

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

November 5, 1981

1-310A065

RECORDATION NO. 13067-A Filed 1425 No.

NOV 6 1981

NOV 6 1981-1 25 PM

Date NOV 6 1981  
Fee \$ 10.00

Ms. Agatha L. Mergenovich  
Secretary

Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION  
Washington, D. C.

RECEIVED  
NOV 6 1 17 PM '81  
FEE OPERATIONS

Re: Supplement No. 1, dated as of November 1, 1981  
to Equipment Trust Agreement dated  
February 1, 1981, as amended

Dear Ms. Mergenovich:

Enclosed herewith for filing with the Commission pursuant to §11303 of Title 49 of the United States Code are two counterparts of Supplement No. 1, dated as of November 1, 1981, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement (the "Trust Agreement"), dated as of February 1, 1981, between Santa Fe and the Trustee, creating The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series R. The Trust Agreement was filed and recorded with the Commission on April 23, 1981, and assigned Recordation No. 13067.

In accordance with the Supplement, certain items of railroad equipment have been added to the list of equipment included in the Equipment Trust, as follows:

- 21 3000 H.P. Diesel Electric Locomotives, (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; Nos. 5172 to 5192, both inclusive.

This added equipment will be acquired by the Trustee, will be subjected to all the terms of the Trust Agreement, and will be leased to Santa Fe for the remaining balance of the 15-year term set forth in the Trust Agreement.

For the convenience of the parties, I have also enclosed five additional counterparts of the Supplement, which I would like to have returned bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement are as follows:

*[Handwritten signatures and initials on the left margin]*

Ms. Agatha L. Mergenovich  
Page Two  
November 5, 1981

Lessee:

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

Trustee:

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

Vendor:

General Motors Corporation  
(Electro-Motive Division)  
9590 West 55th Street  
LaGrange, Illinois 60525

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

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/6/81

OFFICE OF THE SECRETARY

**Gus Svolos**  
**General Counsel**  
**The Atchison, Topeka, & Santa Fe. RYW. 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 **11/6/81** at **1:25pm**, and assigned re-  
recording number (s). **13067-A**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

SE-30  
(7/79)

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

NOV 6 1981 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated as of November 1, 1981, to the Equipment Trust Agreement, dated as of February 1, 1981, 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 R, 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 the acquisition 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>
21	3000 H.P. Diesel Electric Locomotives, (Model SD-40-2), General Motors Corporation (Electro-Motive Division), builder; Nos. 5172 to 5192, both inclusive.	\$956,100	\$20,078,100

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 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



Assistant Secretary

By



Executive Vice President

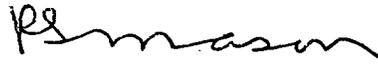
ATTEST:

HARRIS TRUST AND SAVINGS BANK,  
as Trustee



Assistant Secretary

By



Vice President

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 4<sup>th</sup> day of November, 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.

T. H. Reimers  
Notary Public

(Notarial Seal)

My Commission Expires **AUGUST 24, 1983**

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 5<sup>th</sup> day of November, 1981, 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.

Lavette C. Seay  
Notary Public

(Notarial Seal)

My Commission Expires **November 29, 1984**

Revised in accordance with Supplement No. 1,  
dated as of November 1, 1981

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
7	3500 HP Diesel Electric Locomotives, Model GP-50; General Motors Corporation (Electro-Motive Division), Builder; Nos. 3833 to 3839, both inclusive.	\$ 755,000	\$ 5,285,000
30	3000 HP Diesel Electric Locomotives, Model C30-7; General Electric Company, Builder; Nos. 8123 to 8152, both inclusive.	1,034,700	31,041,000
100	60' Plain Box Cars, 100-ton capacity, with roller bearing trucks; Santa Fe Rail Equipment Company, Builder; Nos. 612100 to 612199, both inclusive.	62,500	6,250,000
75	Caboose Cars with wide cupola; Inter- national Car Company, Builder; Nos. 999750 to 999824, both inclusive.	82,500	6,187,500
25	26,000-gallon Tank Cars, with roller bearing trucks; Trinity Industries, Inc., Builder; Nos. 98725 to 98749, both inclusive.	54,400	1,360,000
30	50 Cubic Yard, Air-dump Gondola Cars, 77-ton capacity; DIFCO, Inc., Builder; Nos. 186230 to 186259, both inclusive.	67,700	2,031,000
21	3000 HP Diesel Electric Locomotives, Model SD-40-2; General Motors Corporation (Electro-Motive Division), Builder; Nos. 5172 to 5192, both inclusive.	956,100	<u>20,078,100</u>
	TOTAL		<u>\$72,232,600</u>