



**Western Pacific
Railroad Company**
"THE FEATHER RIVER ROUTE"

Law Department
526 Mission Street
San Francisco, CA 94105
Telephone 415 982-2100

RECORDATION NO. 10466-B Filed 1425

MAY 15 1980 - 10 25 AM May 13, 1980

INTERSTATE COMMERCE COMMISSION File: 6116-71

Walter G. Treanor
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General Attorney
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General Attorney — Commerce
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Attorney

DELIVER BY HAND

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

0-13EA021
No.
Date MAY 15 1980
Fee \$ 10.00
ICC Washington, D. C.

Re: Finance Docket No. 29044 F; Recordation
No. 10466 assigned to Equipment Trust
Agreement dated as of May 1, 1979, be-
tween The Chase Manhattan Bank, N.A.,
and The Western Pacific Railroad Company,
and recorded on 6/11/79 at 12:10 p.m.;
and First Supplement thereto recorded
on 3/21/80 at 9:35 a.m., and assigned
Recordation No. 10466-A

Dear Secretary Mergenovich:

Enclosed for filing and recording with the Commission
are four (4) fully executed counterparts of Second Supplement
dated as of May 1, 1980, to Equipment Trust Agreement dated
as of May 1, 1979, by and between The Chase Manhattan Bank
(National Association), Trustee, and The Western Pacific Rail-
road Company in the above-entitled Finance Docket. Also
enclosed is this Company's voucher in the sum of \$10.00 to
cover the filing fee.

Please return all extra copies of the Supplement with
the filing data stamped thereon to Kunkel Transportation
Services, Inc., which will be delivering this letter on our
behalf.

Yours very truly,

Katherine M. Griffin

Enc.

RECEIVED
MAY 15 10 29 AM '80
FEE OPERATION BR.
I.C.C.

C. D. Kunkel

RECORDATION NO. 10466-B
Filed 1425

MAY 15 1980 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

THE WESTERN PACIFIC RAILROAD COMPANY

EQUIPMENT TRUST

FIRST 1979 SERIES

SECOND SUPPLEMENT DATED AS OF

MAY 1, 1980, TO

EQUIPMENT TRUST AGREEMENT DATED AS

OF MAY 1, 1979

by and between

THE CHASE MANHATTAN BANK (National Association)
Trustee

and

THE WESTERN PACIFIC RAILROAD COMPANY

This Second Supplement dated as of May 1, 1980, to Equipment Trust Agreement dated as of May 1, 1979, by and between The Chase Manhattan Bank (National Association), a national banking association organized and existing under the laws of the United States of America (the "Trustee") and The Western Pacific Railroad Company, a Delaware corporation (the "Company");

WHEREAS, the Company has agreed to cause to be sold, transferred and delivered to the Trustee the railroad equipment described in the Equipment Trust Agreement, which Agreement was recorded with the Interstate Commerce Commission on June 11, 1979, at 12:10 p.m., and assigned Recordation number 10466; and

WHEREAS, an error appears in the description of certain units of the equipment in Schedule I to the Equipment Trust Agreement which the parties wish to correct by this agreement;

NOW, THEREFORE, the parties hereby agree that the fourth item of equipment so described in Schedule I to the Equipment Trust Agreement is hereby corrected to read as follows:

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers</u>	<u>AAR Mechanical Designation</u>
4700 cu.ft. covered hopper cars	FMC Corporation	50	WP 12051- 12100	LO

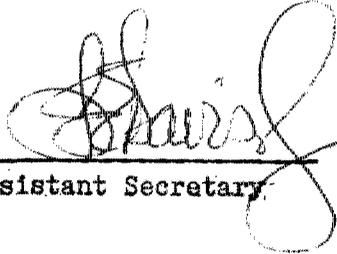
IN WITNESS WHEREOF, the Company and the Trustee have caused their respective names to be signed hereto by officers

duly authorized and their respective corporate seals, duly
attested, to be herewith affixed as of this 9th day of
MAY, 1980.

[Corporate Seal]

THE CHASE MANHATTAN BANK, N. A.
TRUSTEE

Attest:


Assistant Secretary

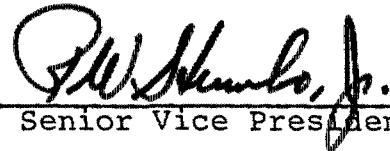
By 
Vice President

[Corporate Seal]

THE WESTERN PACIFIC RAILROAD COMPANY

Attest:


Secretary

By 
Senior Vice President-Finance

