



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 19, 1982

2-326A081

No.

Date NOV 22 1982

Fee \$ 10.00

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

RECORDATION NO. 13785-A File 1425 ICC Washington, D. C.

NOV 22 1982 -9 50 AM
INTERSTATE COMMERCE COMMISSION

Dear Secretary:

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 2

Enclosed herewith please find an original, one counterpart and five additional copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 1, dated as of November 15, 1982, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of September 1, 1982.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 13785.

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

The Company, as Lessee:

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

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 2, is described on Exhibit 1.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee. Please return

Copy report - [Signature]

NOV 22 9 43 AM '82
RECEIVED
FEE OPERATION BR.

Ms. Agath L. Mergenovich
Page 2
November 19, 1982

the original and the copies not needed by the Commission for recordation to me, which I would like to have returned bearing the recordation information.

A short summary of the document to appear in the index is as follows:

Supplement No. 1, dated as of November 15, 1982, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, Series 2, dated as of September 1, 1982, which supplement: releases sixteen (16) remanufactured diesel electric locomotives not specifically described under the Equipment Trust; adds as additional equipment sixteen (16) specifically described remanufactured diesel electric locomotives; and changes the identifying number to a certain unit of railroad equipment included in the Equipment Trust.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/lmm

Enclosures

[Equipment Trust, Series 2]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
20	2250 HP Diesel Electric Locomotives, original GMC (EMD) model GP-30; ATSF, Remanufacturer; Nos. 2704, 2705, 2716, 2721, 2727, 2731, 2732, 2734, 2736, 2743, 2745, 2747, 2748, 2753, 2754, 2764, 2770, 2773, 2780 and 2783	\$305,960	\$6,119,200
22	2500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-35; ATSF, Remanufacturer; Nos. 2805, 2811, 2821, 2823, 2825, 2837, 2839, 2842, 2845, 2846, 2850, 2851, 2853, 2859, 2863, 2865, 2867, 2871, 2872, 2896, 2911 and 2942	\$305,960	\$6,731,120
4	3600 HP Diesel Electric Locomotives (16 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5434 to 5437, both inclusive	\$662,490	\$2,649,960
21	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5325 to 5342 and 5344 to 5346, all inclusive	\$380,120	\$7,982,520
10	3600 HP Diesel Electric Locomotives SDF-45, original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5953, 5955, 5956, 5959, 5965, 5970, 5972, 5975, 5976 and 5981	\$424,580	\$4,245,800

6	3600 HP Diesel Electric Locomotives SDFP-45, original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5996, 5998, 5990, 5991, 5992 and 5997	\$386,710	<u>\$2,320,260</u>
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83	TOTAL		<u>\$30,048,860</u>

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Gus Svolos
Vice President-Law
The Atchison, Topeks & Santa Fe
Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

November 22, 1982

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 11/22/82 at 9:50AM, and assigned re-
recording number(s). 13785-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

EQUIPMENT TRUST, SERIES 2

RECORDED 13785-A
NOV 22 1982 9 50 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 1, dated as of November 15, 1982, to the Equipment Trust Agreement, dated as of September 1, 1982 (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 2, is created.

WHEREAS, the Company desires to substitute certain items of railroad equipment in lieu of the equipment generally but not specifically described in the Agreement;

WHEREAS, Section 6.2 of the Agreement provides for additions and substitutions;

WHEREAS, in accordance with Section 6.6 of the Agreement, the Company wishes to change the identifying number assigned to a certain unit of railroad equipment included in said Agreement;

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

1. In accordance with Section 6.2 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, title and interest in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
10	2250 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-30; ATSF Remanufacturer; Nos. 2704, 2716, 2721, 2727, 2731, 2734, 2747, 2754, 2764 and 2783	\$305,960	\$3,059,600
5	2500 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-35; ATSF Remanufacturer; Nos. 2825, 2846, 2851, 2853 and 2859	\$305,960	\$1,529,800
1	3600 HP Diesel Electric Locomotive (20 Cylinders), original GMC (EMD) Model SD-45; ATSF Remanufacturer; No. 5340	\$380,120	<u>\$ 380,120</u>
	Total Additional Equipment		<u>\$4,969,520</u>

2. In accordance with Sections 5.1 and 6.2 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 Trustee hereby releases all of its right title and interest in and to the following described items of the Trust Equipment (the "Released Equipment") which has not been delivered to the Trustee or to Company as Agent for the Trustee:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
16	Not-specifically-described Diesel Electric Locomotives	\$307,541	<u>\$4,920,660</u>
	Total Released Equipment		<u>\$4,920,660</u>

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 assigns to the Company all its right, title and interest in the Released Equipment.

5. The Company hereby states that the identifying number assigned to the following unit of equipment has been changed:

<u>Number of Units</u>	<u>Description</u>	<u>Revised Remanufactured Number</u>	<u>First Remanufactured Number</u>
1	3600 HP Diesel Electric Locomotive SDF-45, original GMC (EMD) model SD-45; ATSF Remanufacturer	5976	5977

6. 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, released equipment and the locomotive number change.

7. In accordance with Sections 6.6 and 8.4 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

G. A. Schickel
Assistant Secretary

BY *Frank Bregar*
Vice President Finance

ATTEST:

HARRIS TRUST AND SAVINGS BANK,
as Trustee

C. P. Potts
Assistant Secretary

BY *P. S. Mason*
Vice President

[Equipment Trust, Series 2]

SCHEDULE A

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